

EXHIBIT F

**4/12/02 Revised Bar Date Notice Plan,
with Claims Bar Date Notice (Dkt. 1926-1 and 1926-2)**

and

**4/22/02 Claims Bar Date Notice
signed and entered by Judge Fitzgerald (Dkt. 1960)**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
W. R. GRACE & CO., et al.,) Case No. 01-01139 (JKF)
Debtors.) (Jointly Administered)
)
)

**REVISED BAR DATE NOTICE PLAN,
PROOF OF CLAIM FORMS AND RELATED MATERIALS¹**

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¹ These materials have all been revised to reflect comments from the Official Committee of Unsecured Creditors and the Official Committee of Asbestos Property Damage Claimants and have been agreed to by such Committees.

² No objections to this form were filed. For the convenience of the parties, this is another copy of the form filed on February 22, 2002. (Docket No. 1713)

IN RE: W.R. GRACE & CO., ET AL.

BAR DATE NOTICE PLAN FOR ASBESTOS PROPERTY DAMAGE CLAIMS AND OTHER CLAIMS

This bar date notice plan (“Notice Plan”) is submitted in connection with *In re: W.R. Grace & Co., et al.*, Chapter 11, Case No. 01-01139 (JJF) in the United States Bankruptcy Court, District of Delaware.

The Notice Plan consists of a notice program targeted to persons and entities that may have certain claims against W.R. Grace & Company, its predecessors, subsidiaries, and other related entities (“Grace”):

- Holders and potential holders of Asbestos Property Damage Claims (as such term is defined in Exhibit 1 to the Bar Date Notice, hereinafter, “Property Claimants”) in the United States, its territories, and its commonwealths, Canada, and other countries outside the United States where Grace products may have been shipped.
- Holders of Other Claims including non-asbestos claims (secured and unsecured claims, environmental claims) and Medical Monitoring Claims (as such terms are defined in Exhibit 1 to the Bar Date Notice, hereinafter, “Other Claimants”).

The purpose of the Notice Plan is to outline procedures to provide fair and adequate notice to the Property Claimants and Other Claimants of the Bar Date.

The plan is consistent with notice programs Kinsella Communications, Ltd. (“Kinsella”) designed and implemented in other asbestos bankruptcies and class actions, as well as consumer class actions, all of which have met with court approval.

In developing the Notice Plan, Kinsella relied on information provided by Grace and its experts, on research previously conducted in other asbestos litigation, and on its experience in designing and executing similar plans.

NOTICE IMPERATIVES

The notice program employs four primary methods to provide notice:

- Direct notice by mail to all counsel of record for identifiable Property Claimants and Other Claimants, and the Claimants themselves whose addresses are known by Grace or provided to Grace by counsel.
- Broad national published notice through the use of national paid and earned media vehicles.
- National published notice through trade and professional publications.
- Direct notice by mail to third parties (publications) that are likely to have contact with various Claimants.

The proposed Notice Plan takes into consideration information provided by Grace as well as research conducted by Kinsella as follows:

- The asbestos-related business and products of Grace.
- The demographics of Property Claimants and Other Claimants - age, gender, occupation, and the like.
- The media vehicles through which Property Claimants and Other Claimants normally receive information.
- Trade publications likely to be read by owners, administrators, and managers of commercial, residential or public buildings.

METHODOLOGY

In developing the Notice Plan, Kinsella used information provided by Grace relating to their asbestos business and asbestos claims history. This information was provided in the form of:

- An extensive briefing by counsel to the Debtors and by Grace counsel and staff regarding the asbestos history of Grace.
- Information on Grace's vermiculite and asbestos-containing products.
- Information on the location of Grace's mines and expanding plants.
- Distribution and sales information by state for MK-3 from sales records.
- Other general information relating to the asbestos and vermiculite product history of Grace.

In addition to the above, Kinsella relied on research previously conducted in other asbestos-related cases with respect to the history of asbestos usage in the United States; occupations most likely to have asbestos exposure; types and usage of asbestos products; types of asbestos health injuries; and the like.

For the purpose of designing the paid media segment of the Notice Plan, Kinsella selected demographics that encompass the characteristics of the target audiences. Media vehicles were then analyzed and selected for their strength and efficiency in reaching the demographic targets.

For the purpose of developing profiles of the demographics and media habits of Property Claimants, Kinsella analyzed syndicated data available from the 2001 Doublebase Survey¹ from MediaMark Research, Inc. ("MRI"). MRI is a nationally accredited media and marketing research firm that provides syndicated data on audience size, composition, and other relevant factors pertaining to major media including broadcast, magazines, newspapers, and outdoor advertising. MRI provides a single-source measurement of major media, products, services, and in-depth consumer demographic and lifestyle/psychographic characteristics.

Kinsella analyzed the historical, industrial, demographic, and geographic information cited above to provide direction for the media planning.

¹ MRI produces an annual Doublebase, a study of 50,000+ adults consisting of two full years of data. The MediaMark sample consists of 26,000+ respondents. Fieldwork is done in two waves per year, each lasting six months and consisting of 13,000 interviews. At the end of the interview, the fieldworker presents a self-administered questionnaire that measures approximately 500 product/service categories, 6,000 brands, and various lifestyle activities. Resulting data is weighted to reflect the probabilities of selection inherent in the sample design and then balanced so that major study demographics match the most recent independent estimates.

RELEVANT MANUFACTURING HISTORY

Based on information cited above, provided by Grace for the purpose of developing this Notice Plan, the following chronological outline has been constructed regarding the relevant manufacturing history of Grace. This information is not intended to be the basis for any admission of liability. It is solely to assist in the notification of persons in specific occupational fields and geographic locations about the types of asbestos-containing products produced and distributed by Grace and the time periods and locations where exposure may have occurred.

W.R. Grace & Co. entered into the vermiculite business through its 1963 acquisition of the assets of the Zonolite Company. The Zonolite Company's assets included the world's largest vermiculite mine and mill in Libby, Montana, another mine and mill in South Carolina and various manufacturing (expanding) plants. Vermiculite is a mica-like mineral that expands after heating. Commercial sales of expanded vermiculite were incorporated into a variety of plaster, cement and concrete products to improve insulating, acoustical and fireproofing performance. Vermiculite ore may contain naturally occurring asbestos.

In 1959, Zonolite introduced Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-applied fireproofing product used to provide fire protection for the steel beams of large commercial structures, predominately high-rise buildings. By the 1970s, Grace became the dominant company in the structural fireproofing business. Grace introduced MK-4 in 1970 and MK-5 in 1972. Neither of these products contained commercially added asbestos. In 1973, Grace ceased selling MK-3 and replaced it with MK-5.

One of the commercial products made from Grace's processed vermiculite was Zonolite Attic Insulation ("ZAI"), a loose-fill vermiculite used as insulation in attics. This product was sold from the 1920s or 1930s to 1984 and may have been marketed by other companies under private labels².

In addition to the Libby Mine, Zonolite also operated mines in Enoree and Tigerville, South Carolina. The Enoree Mine has been operating since 1956. The Tigerville Mine started in 1946 and closed in 1956. In 1990, Grace closed the Libby, Montana Mine, which had been in operation since 1922.

Grace also operated entities in Canada including nine expanding plants in six provinces and six sales offices or warehouses in four of the same provinces.

² Loose-fill vermiculite attic insulation produced by Grace was also provided to other companies primarily in the New England area believed to be Wickes Inc., Lumbermen's Mercantile Buyers Corporation, and Carter, which may have marketed the insulation under their private labels.

For certain periods of time, in addition to Mono-Kote 3, Grace manufactured products containing commercially added asbestos. A list of the brand names under which Grace manufactured or distributed these products include, but may not be limited to the following:

- Ari-Zonolite Board Texture (1961-1964); Ari-Zonolite Natural; Ari-Zonolite Oyster White; Ari-Zonolite Nu-White
- Econo-White 65 and Econo-White 70 – Econo - White Acoustical Texture; Econo - White Super White
- Hi-Sorb Acoustical Plaster (1966-1973) – XX White Hi-Sorb; Oyster White Hi-Sorb
- Perlcoustic (1966-1973)
- Perltx Spray Surfaces (19??-1973) – PlasterTex; Perltx Super-40 Spray Surfacer; Perltx Super-40; Gun Coat Spray Surfacer
- Perltx Super - 40 Fog (19??-1973) – Perltx Fog (Prior to 1968)
- Perltx Super - 40 Perltx (19??-1973) – Perltx Perlite; Super - 40 Perlite
- Perltx Super - 40 Polycoarse – Perltx Polycoarse (Prior to 1988)
- Perltx Super - 40 SAV (19??-1973) – Perltx SAV; Super - 40 SAV
- Prep-Coat #3; Prep-Coat #5
- Satin White
- Spra-Wyt
 - a/k/a Spra-Wyt Finish
 - Spra-Wyt Acoustical
 - Spra-Wyt Acoustical Finish
- Vermiculite Acoustical Plaster; Vermiculite Acoustical Plastic
- Versakote – Prep Coat #4
- Z-Tex (1958-1962) – EX-Tex; Z-Tex 2; Z-Tex 2 Super White
- Zono-Coustic (1960-1973) – Zono-Coustic 1; Zonocoustic 2; Zonocoustic 3, Zonocoustic Type Z; and Zonocoustic (MK2)
- Zonolite Acoustical Plaster (1945-1972) – Zonolite Acoustical Plastic; Zonoilite Board of Education Texture (1962-1963) – Board of Education Hard Texture
- Zonolite Finish Coat (1956-1970) – Decorator's White
- Zonolite Finish Coat (1961-1973) – Decorator's White Extra Hard
- Zonolite Finishing Cement
- Zonolite High Temperature Insulating Cement (1938-1971) – Hi Temp Insulating Cement; Zonolite Hi-Temperature Cement; Zonolite High Temperature Cement
- Zonolite Mono-Kote (MK-1) (1958-1962) – Mono-Kote (generic name)
- Zonolite Mono-Kote 3 (MK-3) 1959-1973 – Mono-Kote (generic name)
- Zonolite Spra-Insulation (1959-1973) – Mono-Kote (MK-2)
- Zonolite Spra-Tex - Regular (1955-1972) – Zonolite Spra-Tex EH
- Zonolite Spra Tex - Extra Hard (1961-1972)

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Historically, the asbestos-related claims filed against Grace have been:

- Bodily injury claims alleging health effects from exposure to Grace's asbestos-containing products, such as MK-3.
- Claims alleging bodily injury from asbestos in connection with the mining and processing of vermiculite from the Libby, Montana Mine.
- Property damage claims seeking, among other things, payment for the cost of removing or containing asbestos-containing products in commercial and public buildings.

Of the approximately 328,000 bodily injury claims filed against Grace, the vast majority of claims allege exposure to MK-3. To date, 216 bodily injury claims have been filed arising from the Libby Mine. 379 property damage lawsuits covering thousands of buildings have been filed with the majority of these suits prior to 1990. The number of claims relating to other products is negligible. With respect to ZAI, a number of state and national class actions alleging property damage have been filed recently, with a statewide class certified in one of these actions.

TARGET AUDIENCES

Since all media is purchased based on demographics, it is important to determine age, gender, and other demographic characteristics in order to design a media-based notice program to adequately reach the Bar Date Claimants. The demographic characteristics of the Claimants follow:

DEMOGRAPHICS OF HOLDERS OF ASBESTOS PROPERTY DAMAGE CLAIMS

Holders of Asbestos Property Damage Claims include individuals or entities which allege, among other things, cost of removal damages, diminution of value or economic loss caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed, or sold by Grace. Using MRI, the demographic target "Executives, Managers and Administrators" was selected as most likely to include for Property Claimants. This target includes individuals responsible for managing and/or administrating commercial, residential, and public buildings.

Demographics	Exec/Mgr/Admin
Gender:	
Male	55.1%
Female	44.9%
Age:	
35+	75.8%
55+	13.4%
65+	2.1%
Education:	
Graduated High School	18.6%
Did Not Graduate High School	2.8%
Graduated/Attended College	78.7%
Household Income:	
Under \$19,999	1.0%
\$20,000 - \$29,999	3.1%
\$30,000+	96.0%
\$50,000+	82.8%
Race:	
White	89.7%
Black	6.5%

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DEMOGRAPHICS OF OTHER CLAIMANTS

Other Claimants include individuals or entities with secured and unsecured claims, environmental claims, and Medical Monitoring Claims. It is not possible to establish specific demographic profiles of individuals through MRI or other sources due to the diverse nature of the claims.

However, it is highly likely that these individuals will be 35 years of age and older ("Adults 35+") with Medical Monitoring Claimants being at least forty-five years of age and older.

MEDIA TARGET AUDIENCES

In selecting the target audiences for purposes of buying and purchasing media, Kinsella examined the demographics of affected claimants using MRI data. The following outlines the target audience selected:

- **Primary Target** – Executives, Managers and Administrators encompassing owners and managers of commercial, residential and public buildings.
- **Secondary Target** – Adults 35+, encompassing commercial, residential and public building owners and managers, and holders of Other Claims.

Executives, Managers and Administrators were selected because this target includes individuals responsible for managing and/or administering commercial, residential, and public buildings. Other demographic targets such as “Owners/Partners” or “Adults 35+” were not selected as the primary target because they are overly broad and would include an inordinately large percentage of individuals who would not be potential Property Damage Claimants.

Adults 35+ was selected as a secondary target since it includes the Other Claimants as well as the Property Damage Claimants.

NOTICE TARGETS

There are a number of target audiences to which notice will be given:

- Counsel for identifiable Property Claimants and the Claimants themselves whose names and addresses are provided by counsel to Grace.
- Counsel for identifiable Other Claimants and the Claimants themselves whose names and addresses are provided by counsel to Grace.
- Property Claimants and Other Claimants within the general public who have not filed a claim.

DIRECT MAIL NOTICE

DIRECT NOTICE TO CLAIMANTS

The Claims Bar Date Notice Package, consisting of the Claims Bar Date Notice, the Bar Date Order, the Notice to Attorneys and Certification, where appropriate, and appropriate Proof of Claim Forms, and Instructions, will be mailed to:

- Counsel of record for all readily identifiable Property Claimants with pending asbestos property damage claims, as well as Property Claimants themselves where such names and addresses have been supplied to Grace by counsel of record.
- All identifiable persons and entities that hold Other Claims against Grace, including Grace's trade creditors, environmental claimants, and Medical Monitoring Claimants, and their counsel of record. The vast majority of Claimants with secured and unsecured claims as well as environmental claims will be reached through direct notice.
- All residents of the Libby, Montana area.
- All individuals who call the toll-free telephone number or write and request a copy of the Claims Bar Date Notice Package from the Official Claims Agent.

Individuals with access to the Internet can view copies of the Claims Bar Date Notice Package directly from the Grace Chapter 11 web site.

U.S. NATIONAL PAID ADVERTISING

The core of the notice program is paid media, which includes national consumer magazines, business magazines, national newspapers, newspaper supplements, and trade publications.

An analysis of the media habits of Executives, Managers and Administrators indicates that they are heavy consumers of magazines and newspapers.

For the purpose of evaluating the strength and efficiency of the media, the selected media were measured against the demographic targets to establish the *reach*³ of the media program and the *frequency*⁴ of exposure to the media vehicles.

PRINT DESIGN AND PLACEMENT

The Summary Bar Date Notice is designed as an advertisement to capture and hold the attention of potential Claimants. The headline clearly targets and addresses Claimants by type calling their attention to the importance of the notice. The content of the Summary Notice clearly stipulates types of Claimants and claims using subheads, product descriptions, and simple language to avoid any confusion. The Internet address and toll-free number are boldly displayed to allow Claimants to obtain complete information in the form of the Claims Bar Date Notice Package.

Magazines and newspaper supplements were analyzed for their composition⁵ and coverage⁶ of Executives, Managers and Administrators and Adults 35+. The print plan described below was selected over other similar plans because of the quality of the business editorial content and higher frequency of exposure to individuals most likely to be Property Damage Claimants, as opposed to those who may be administrators or managers of small business entities, who are also part of the target demographic. The owners and administrators/managers of the types of facilities that may have Grace Property Damage Claims may be more likely to be consumers of business publications and attentive to information in those publications because of the editorial content. Multiple insertions in general consumer publications, although sufficient to reach the overall generic target, may be less targeted to the Property Damage Claimants than a plan that includes the judicious use of general consumer publications with strong business magazines and national newspapers.

³ Reach is the estimated percentage of a target audience reached through a specific media vehicle or combination of media vehicles.

⁴ Frequency is the estimated average number of times an audience is exposed to an advertising vehicle carrying the message.

⁵ Percentage of target audience in readership.

⁶ Percentage of target audience reached.

The Summary Bar Date Notice (See Exhibit 1.), designed as a black & white advertisement, will be placed in the following publications:

Newspaper Supplements

- A standard magazine size ad (6-3/4" x 10-3/4") will be placed once in *Parade* magazine. The readership of *Parade* among Executives, Managers and Administrators is 10,095,000, and the readership among Adults 35+ is 57,571,000.
- An "M" unit ad (7" x 10-3/4") will be placed twice in *USA Weekend*. The readership of *USA Weekend* among Executives, Managers and Administrators is 4,996,000, and the readership among Adults 35+ is 34,825,000.

Together, these two newspaper supplements are inserted into 919 newspapers reaching every major media market in the country. Reach estimates used in this plan only include the reach of 898 newspapers as MRI has not released the new data for calculating the reach of the 21 new newspapers now carrying *Parade* and *USA Weekend*. (See Exhibit 2.)

Consumer Magazines

The consumer magazine schedule includes the following:

- A full-page ad (7" x 10") will be placed twice in *Business Week*. The readership among Executives, Managers and Administrators is 1,262,000; and the readership among Adults 35+ is 3,116,000.
- A full-page ad (7' x 10") will be placed once in *Forbes*. The readership among Executives, Managers and Administrators is 1,196,000; and the readership among Adults 35+ is 3,096,000.
- A full-page ad (7" x 10") will be placed once in *Fortune*. The readership among Executives, Managers and Administrators is 1,252,000; and the readership among Adults 35+ is 2,581,000.
- A full-page ad (7' x 10') will be placed once in *Money*. The readership among Executives, Managers and Administrators is 1,756,000; and the readership among Adults 35+ is 5,924,000.
- A full-page ad (5-3/4" x 9") will be placed once in *National Geographic*. The readership among Executives, Managers and Administrators is 3,717,000; and the readership among Adults 35+ is 21,984,000.

- A full-page ad (7" x 10") will be placed twice in *Newsweek*. The readership among Executives, Managers and Administrators is 3,124,000; and the readership among Adults 35+ is 13,890,000.
- A full-page ad (7" x 10") will be placed twice in *People*. The readership among Executives, Managers and Administrators is 4,327,000; and the readership among Adults 35+ is 22,198,000.
- A full-page ad (4-3/4" x 6-3/4) will be placed once in *Reader's Digest*. The readership among Executives, Managers and Administrators is 4,118,000; and the readership among Adults 35+ is 33,635,000.
- A full-page ad (7" x 10") will be placed once in *Sports Illustrated*. The readership among Executives, Managers and Administrators is 2,615,000; and the readership among Adults 35+ is 11,466,000.
- A full-page ad (7" x 10") will be placed three times in *Time*. The readership among Executives, Managers and Administrators is 3,092,000; and the readership among Adults 35+ is 15,338,000.
- A full-page ad (4-1/2" x 6-7/8") will be placed once in *TV Guide*. The readership among Executives, Managers and Administrators is 2,772,000; and the readership among Adults 35+ is 20,317,000.

The following table provides readership for the primary and secondary targets:

Publication	Ad s	Circulation	Readership Exec/Mgr/Admin	Readership Adults 35+
<i>Business Week</i>	2	971,435	1,262,000	3,116,000
<i>Forbes</i>	1	907,266	1,196,000	3,096,000
<i>Fortune</i>	1	855,208	1,252,000	2,581,000
<i>Money</i>	1	1,907,159	1,756,000	5,924,000
<i>National Geographic</i>	1	5,000,000	3,717,000	21,894,000
<i>Newsweek</i>	2	3,100,000	3,124,000	13,890,000
<i>Parade</i>	1	35,900,000	10,095,000	57,571,000
<i>People</i>	2	3,350,000	4,327,000	22,198,000
<i>Reader's Digest</i>	1	12,500,000	4,118,000	33,635,000
<i>Sports Illustrated</i>	1	3,150,000	2,615,000	11,466,000
<i>Time</i>	3	4,000,000	3,092,000	15,338,000
<i>TV Guide</i>	1	9,000,000	2,772,000	20,317,000
<i>USA Weekend</i>	2	23,600,000	4,996,000	34,825,000
TOTAL	19	104,241,068	44,322,000	245,851,000

In addition to the effective combined reach of the consumer magazines, business publications, and newspaper supplements, other factors distinguished the selection of these individual publications (See Exhibit 3.):

- *Parade, USA Weekend, Reader's Digest, People, and National Geographic* are among the highest read publications in both target audiences.
- *The Wall Street Journal, Fortune, and Business Week* index very high for readership by Executives, Managers and Administrators.
- *Reader's Digest, Money, The Wall Street Journal, and The New York Times* index very high for readership by Adults 35+.
- These media recommendations include nine of the top 10 highest reaching publications among Executives, Managers and Administrators, and six of the top 10 highest reaching publications among Adults 35+.

National Newspapers

The Summary Bar Date Notice will be placed in national newspapers to reach primarily Property Claimants as well as Other Claimants who may consume this media.

The national newspaper schedule includes the following:

- A quarter-page ad (6-7/16" x 10-1/2") will be placed twice in Sunday edition of *The New York Times*. The readership among Executives, Managers and Administrators is 737,000; and the readership among Adults 35+ is 2,849,000.
- A quarter-page ad (5-11/16" x 10-1/2") will be placed twice in *USA Today*. The readership among Executives, Managers and Administrators is 1,052,000; and the readership among Adults 35+ is 3,256,000.
- A quarter-page ad (6-27/32" x 10-9/16") will be placed twice in *The Wall Street Journal*. The readership among Executives, Managers and Administrators is 1,220,000; and the readership among Adults 35+ is 2,767,000.

Local Newspapers

Kinsella selected local newspapers for targeted notice to individuals with Asbestos Property Damage Claims and/or Medical Monitoring Claims who live or may have lived in the Libby, Montana area. A Summary Notice as a quarter-page ad will be directed to these Claimants in the following papers:

NEWSPAPER	AD SIZE	CIRCULATION
<i>Kalispell Inter Lake</i>	1/4 Page	16,360
<i>Libby Montanian</i>	1/4 Page	4,000
<i>Libby Western News</i>	1/4 Page	3,675
<i>Missoula Missoulian</i>	1/4 Page	37,818

U.S. COMMONWEALTH AND TERRITORIES

In order to provide notice in the commonwealths and territories that are outside the continental United States, newspaper advertising was selected. Ads sized appropriately to take into consideration differing newspaper sizes and language translations will be placed once in newspapers in Guam, Puerto Rico, and in the U.S. Virgin Islands as outlined in the chart below:

U.S. TERRITORY/POSSESSION	NEWSPAPER	CIRCULATION
Guam	<i>Agana Pacific News</i>	25,022
Puerto Rico	<i>El Nuevo Dia</i>	165,907
Puerto Rico	<i>El Vocero</i>	194,039
Puerto Rico	<i>San Juan Star</i>	32,973
St. Croix (U.S. Virgin Islands)	<i>St. Croix Avis</i>	10,500
St. John (U.S. Virgin Islands)	<i>St. John Trade Winds</i>	3,000
St. Thomas (U.S. Virgin Islands)	<i>St. Thomas News</i>	16,330

Trade Publications

In addition to the notice provided through direct mail and national newspapers, available trade/professional publications, consumer business magazines were selected to provide notice to Property Claimants.

A version of the Summary Bar Date Notice (See Exhibit 5.) will be published in the following 35 publications (See Exhibit 6.):

- **School, College and University Publications**

American School and University
American School Board Journal
Business Officer
Chronicle of Higher Education
College Planning & Management
Facilities Manager
School Board News
The School Administrator
University Business

- **Commercial Property Publications**

BOMA.org
Building Operating Management
Buildings
Commercial Investment Real Estate
Commercial Property News
Facility Management Journal
Facility Manager
Journal of Property Management
Maintenance Solutions
National Real Estate Investor

- **Federal, State and Local Government Publications**

County News
Governing
Government Executive
Nation's Cities Weekly
State Government News

- **Hospital Publications**

A H A News
FacilityCare
Health Facilities Management
Modern Healthcare

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- **Hotel and Lodging Publications**
 Hotel and Motel Management
 Lodging
- **Airport Publications**
 Airports
- **Church Publications**
 Church Business
 Your Church
- **Mall/Shopping Center Publications**
 Shopping Centers Today
- **Movie Theater Publications**
 Box Office

MEDIA DELIVERY

The media program, using national consumer and business magazines, newspaper supplements, and national newspapers, delivers, in the aggregate, the following reach and frequency of exposure measurements⁷:

- **The estimated⁸ unduplicated reach of Executives, Managers and Administrators is 90.1% with an estimated average of 4.0 opportunities to see the Notice.** The total Gross Impressions are 70,236,000. This indicates that Executives, Managers and Administrators will have 70 million opportunities to see the notice.
- **The estimated unduplicated reach of Adults 35+ is 83.1% with an estimated average of 3.3 opportunities to see the Notice.** The total Gross Impressions are 368,388,000. This indicates that Adults 35+ will have 368 million opportunities to see the notice.

The reach of trade publications is not included in these estimates.

⁷ The media delivery does not include the reach of trade publications or newspapers outside the continental United States as they are not measured.

⁸ MRI is a sample-based survey. Therefore, estimates of audience and/or demographics from these surveys are subject to sampling and non-sampling error. The use of mathematical values from these surveys should not be regarded as a representation that they are exact to the precise mathematical value stated.

INTERNATIONAL ADVERTISING

Other than shipments to Canada, there is no indication through available records that the Debtors' asbestos-containing products were shipped outside the United States. A review of the vermiculite concentrate shipments outside North America indicates that very small quantities of the vermiculite ore were shipped to other countries from 1956 to 1984. In almost all instances, the records do not indicate a specific geographic location within each country to which the shipments were made.

In addition, Grace sold some vermiculite products to various parties in the Persian Gulf region and Asia. These sales constituted no more than about 1% of Grace's vermiculite sales. Grace records indicate that workers installing Grace's vermiculite products for these projects were drawn from around the world. As a result, there is no possible way to provide notice to such claimants. No international claims have been filed with the exception of claims from Canada.

Therefore, international notice will be directed to Canada only.

CANADA

W. R. Grace operated nine expanding plants in six provinces in Canada. Grace also maintained six sales offices or warehouses in four of the same provinces. (See Exhibit 7.)

The paid media notice program in Canada is directed to Property Damage Claimants and Other Claimants. Adults 35+ is the primary demographic target as it is not possible to measure reach against Executives, Managers and Administrators. The Canadian program includes consumer magazines and targeted newspapers.

Print Placement

The Summary Bar Date Notice will be placed in the following publications:

CONSUMER MAGAZINES

The consumer magazine schedule includes the following:

- A full-page ad will be placed once in both the national English and French versions of *Reader's Digest* (*Selection du Reader's Digest*) with a combined circulation of 1,222,209. *Reader's Digest* has the largest circulation and audience of all magazines in Canada.
- A full-page ad will be placed once in both the English and French versions of *Chatelaine* with a combined circulation of 918,474.

- A full-page ad will be placed once in both the English and French versions of *Canadian Living (Coup de Ponce)* with a combined circulation of 720,206.
- A full-page ad will be placed once in *Canadian Geographic* with a circulation of 229,130.
- A full-page ad will be placed once in both the national English and French versions of *McLean's (L'Actualite)* with a combined circulation of 691,866.

NEWSPAPERS

To provide broad national coverage, the newspaper advertising will include ads in the two national newspapers and in the 36 largest circulating newspapers in 10 Provinces including the top metro markets as well as newspapers covering cities with Grace plants, warehouses, or sales offices. Multiple newspapers will be used in the largest markets to increase reach. These newspapers also include the four largest French language newspapers in Canada where approximately 20% of adults are French speaking. The ads placed in the following newspapers will be equivalent in size to a standard quarter-page U.S. ad and measure approximately 6" x 11" and will be placed on the highest circulation day:

PROVINCE	CITY	NEWSPAPER	CIRCULATION
National		National Post	332,288
		Globe & Mail	353,951
British Columbia	Vancouver	Sun	247,085
	Vancouver	Province	160,597
	Victoria	Times Colonist	76,431
	Prince George	Prince George Citizen	18,689
Alberta	Edmonton	Journal	163,373
	Calgary	Herald	130,488
	Edmonton	Sun	110,017
	Calgary	Sun	100,523
Saskatchewan	Saskatoon	Star Phoenix	70,128
	Regina	Leader Post	68,395
Manitoba	Winnipeg	Free Press	187,486
	Winnipeg	Sun	58,766
Ontario	Toronto	Star	702,595
	Toronto	Sun	400,717
	Ottawa	Citizen	185,384
	Hamilton	Spectator	127,539
	London	Free Press	125,623
	Windsor	Star	87,333
	Kitchener	Waterloo Record	85,043

	Ottawa	Sun	56,742
	St. Catharines	Standard	41,541
	Ottawa	La Droit (French)	40,645
	Thunder Bay	Chronicle-Journal	38,242
	Kingston	Whig Standard	34,577
Quebec	Montreal	Le Journal (French)	334,762
	Montreal	La Presse (French)	286,293
	Montreal	Gazette	188,144
	Quebec (city)	Le Soleil (French)	126,771
	Quebec (city)	Le Journal (French)	126,611
New Brunswick	Moncton	Times-Transcript	46,109
	Fredericton	Daily Gleaner	29,461
	Saint John	Telegraph Journal	23,730
Nova Scotia	Halifax	Chronicle	112,139
	Halifax	Daily News	33,977
Prince Edward Island	Charlottetown	Guardian	21,267
Newfoundland	St. John's	Telegram	57,811

CANADIAN MEDIA DELIVERY

The media program, using national consumer magazines and national and local newspapers, delivers, in the aggregate, the following reach and frequency of exposure measurements:

- **The estimated unduplicated reach of Adults 35+ is 80.3% with an estimated average of 1.9 opportunities to see the media notice.** The total Gross Impressions are 24,547,800. This indicates that Adults 35+ will have 24 million opportunities to see the notice.

THE NATIONAL EARNED MEDIA PROGRAM

The purpose of the earned media portion of the notice program is to generate national and local broadcast coverage on television, radio, and cable as well as coverage in targeted daily newspapers. The earned media program will include the following elements:

NEWS RELEASE

- A press release will be sent to 2,000 newspapers, wire services, magazines, and broadcast points across the United States through PR News wire. The press release will provide essentially the same information as the Summary Notice. (See Exhibit 8.)
- A version of the press release will be sent to newspaper, radio and television stations in Montana specifically addressing Asbestos Property Damage and Medical Monitoring Claims. (See Exhibit 9.)

ON-LINE NOTICE

The Claims Bar Date Notice Package as PDF files will be posted on the Grace Chapter 11 web site enabling all Claimants to view the Claims Bar Date Notice, the Bar Date Order, and all Proof of Claim Forms. The site will be listed with search engines and indexes.

There are approximately a dozen major English-language search engines and approximately 200 general and special-purpose search indexes.

A *search engine* (e.g., AltaVista) is a database of web pages with listings based on the contents of each page. Many search engines also run "spiders" that roam around the Internet from link to link looking for new pages.

A *search index* (e.g., Yahoo!) is a database or directory of web sites. A listing on an index depends on what information is submitted to the search index because unlike "spiders," humans compile the listings. Many search services base their searches on others' indexes but add value by categorizing and organizing the information in a certain way.

Among the search engines and indexes to be used to direct all Claimants to the Grace Chapter 11 web site are the following:

-AOL Search	-Inktomi
-Alta Vista	-LookSmart
-Ask Jeeves	-Lycos
-Direct Hit	-MSN Search
-Excite	-NBCi
-FAST Search	-Netscape Search
-Go/Infoseek	-Northern Light
-GoTo	-Open Directory
-Google	-Raging Search
-HotBot	-RealNames
-Iwon	-Yahoo!
-Inktomi	-WebTop
-LookSmart	
-Lycos	
-MSN Search	

In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139(JJF)

TOLL-FREE TELEPHONE SUPPORT

All advertising will direct the reader/viewer to call a toll-free telephone number in order to receive the Claims Bar Date Notice Package and obtain information and instructions regarding filing proofs of claim. In addition to the toll-free number, the print advertising will provide the address of the Claims Agent and the Internet address as alternative contact mechanisms.

NOTICE FLOWCHART

This plan is based on a 120-day notification period.

	May				June				July				August				
Vehicle	6	13	20	27	3	10	17	24	1	8	15	22	29	5	12	19	26
Direct Mail																	
Internet Web Site																	
Press Release																	
Trade Publications																	
National Newspapers																	
Local Newspapers																	
Targeting Libby, MT																	
US Terr./Possession Newspapers																	
<i>Business Week</i> #1										1							
<i>Business Week</i> #2										2							
<i>Forbes</i>																	
<i>Fortune</i>																	
<i>Money</i>																	
<i>National Geographic</i>																	
<i>Newsweek</i> #1									1								
<i>Newsweek</i> #2									2								
<i>Parade</i>									1								
<i>People</i> #1									2								
<i>People</i> #2									3								
<i>Reader's Digest</i>																	
<i>Sports Illustrated</i>										1							
<i>Time</i> #1									2								
<i>Time</i> #2									3								
<i>Time</i> #3									4								
<i>TV Guide</i>									5								
<i>USA Weekend</i> #1									6								
<i>USA Weekend</i> #2									7								
<i>CA Newspapers</i>									8								
<i>CA Reader's Digest</i>																	
<i>Selection du Reader's Digest</i>																	

In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139(JJF)

Please note that the on-sale date for each of the publications listed above is usually prior to the issue date. For example, Chatelaine, Canadian Living and Coupe De Pouce have on-sale dates of July 8th, July 9th, and July 9th, respectively. In addition, depending upon the Court approval date of the Bar Date Notice Program, some trade publications may extend into August.

In re: W.R. Grace & Co., et al., Chapter 11, Case No. 01-01139(JJF)

ESTIMATED BUDGET

Paid Media⁹

Business and Consumer Magazines, Local
and National

<i>Newspapers, Newspaper Supplements, Trade Publications</i>	\$2,819,800.00
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Production

Print Ad Design, Production and Distribution	\$3,650.00
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<u>Earned Media</u>	\$3,500.00
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Miscellaneous Expenses

Courier, Duplicating, Overnight Delivery, Postage, Travel, Telephone and Telefax	<u>\$7,500.00</u>
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ESTIMATED TOTAL	<u>\$2,834,450.00</u>
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⁹ Upon receiving final ad copy, Kinsella Communications, Ltd. will negotiate final advertising rates. Advertising rates are set by the individual publications/networks and are subject to change without notice. We will make every effort to update any changes in the advertising rates we have quoted and to negotiate the best rates possible.

If You Own or Operate a Commercial, Residential or Public Building Constructed With Asbestos-Containing Products or Have Other Claims Against W. R. Grace

Your Claims Must Be Filed By Month Date, 2002

W. R. Grace, its predecessors, subsidiaries, and other related entities (“Grace”) have filed for protection under Chapter 11 of the U.S. Bankruptcy Code. The Bankruptcy Court has ordered that all individuals and entities with Asbestos Property Claims or certain Other Claims against Grace must file these claims on or before Month, Date 2002.

Who is Affected by this Notice?

Asbestos Property Damage Claimants

Individuals and entities that own or manage commercial, public and high-rise residential buildings that have asbestos-containing products may be affected including schools, hotels, government buildings, theaters, airports, churches, and other public facilities.

Asbestos Property Damage Claims include, among other claims, the cost of removal, the diminution of property value or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed, or sold by Grace.

Other Claimants

Other Claimants include individuals and entities with claims other than Asbestos Personal Injury Claims. These include general unsecured trade claims, contract claims, environmental claims, and Medical Monitoring Claims which allege no current personal injury, but significant exposure to Grace asbestos or vermiculite products requiring the claimant to be examined medically or tested to detect possible future injury.

What Types of Products are Involved?

Grace Asbestos-Containing Products

Grace produced and marketed vermiculite products containing added asbestos primarily to the commercial construction industry.

From 1959 to 1973, Grace marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-applied fireproofing product used to provide fire protection for the enclosed steel structures of large buildings. Other Grace products included Zonolite Acoustical Plastic, and other acoustical plaster and texture products used primarily on interior ceilings and walls.

Grace Vermiculite Products

Grace mined, produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. The products were sold to the building construction, agricultural/horticultural and consumer markets. These products included Monokote Fireproofing, Zonolite Concrete Roof Decks and Zonolite Masonry Insulation.

How do I file a Claim?

To preserve your claim, you must file the appropriate Proof of Claim Form with the Claims Agent so that it is received by Month, Date, 2002. Failure to file a Proof of Claim Form by the Bar Date may result in your claim not being considered for payment.

This is a Summary Notice only. For complete information including the Claims Bar Date Notice, Proof of Claim Forms, instructions for filing a claim, a list of Grace asbestos-containing products, and a list of Grace entities write to: Claims Agent, Re: W. R. Grace , P.O. Box xxx, City, State, Zip or call:

1-800-888-8888 or visit www.xxxxxxxxxx.com

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
AK	Anchorage	Daily News	84,275	Parade Magazine
AK	Fairbanks	News-Miner	21,329	Parade Magazine
AK	Juneau	Empire	8,639	USA Weekend
AK	Kenai	Peninsula Clarion	5,483	USA Weekend
AL	Alexander City	Outlook	4,700	Parade Magazine
AL	Anniston	Star	27,924	Parade Magazine
AL	Birmingham	News, Post Herald	191,944	Parade Magazine
AL	Decatur	Daily	27,950	USA Weekend
AL	Dothan	Eagle	36,620	USA Weekend
AL	Florence	Times Daily	34,267	Parade Magazine
AL	Gadsden	Times	26,889	USA Weekend
AL	Huntsville	Times	78,967	Parade Magazine
AL	Jasper	Mountain Eagle	11,974	USA Weekend
AL	Mobile	Register	118,895	Parade Magazine
AL	Montgomery	Advertiser	66,124	USA Weekend
AL	Opelika	News	14,068	USA Weekend
AL	Selma	Times-Journal	8,812	USA Weekend
AL	Talladega	Daily Home	10,700	Parade Magazine
AL	Tuscaloosa	News	40,123	Parade Magazine
AR	Benton	Courier	7,367	USA Weekend
AR	Blytheville	Courier News	3,772	USA Weekend
AR	Conway	Log Cabin Democrat	11,394	USA Weekend
AR	El Dorado	News-Times	16,420	USA Weekend
AR	Fort Smith	Southwest Times Record	46,300	USA Weekend
AR	Harrison	Times	10,292	USA Weekend
AR	Hot Springs	Sentinel - Record	19,206	USA Weekend
AR	Jonesboro	Sun	29,966	USA Weekend
AR	Little Rock	Arkansas Democrat-Gazette	289,673	Parade Magazine
AR	Mountain Home	Baxter Bulletin	11,042	USA Weekend
AR	Paragould	Press	5,842	USA Weekend
AR	Pine Bluff	Commercial	19,749	USA Weekend
AR	Russellville	Courier	12,909	USA Weekend
AR	Searcy	Citizen	6,220	USA Weekend
AR	Springdale	Morning News of Northwest Arkansas	36,354	USA Weekend
AZ	Bullhead City	News	9,330	USA Weekend
AZ	Casa Grande	Dispatch	9,579	USA Weekend
AZ	Douglas	Dispatch	2,850	USA Weekend
AZ	Flagstaff	Arizona Daily Sun	13,067	Parade Magazine
AZ	Kingman	Miner	8,245	USA Weekend
AZ	Lake Havasu City	News-Herald	12,059	USA Weekend
AZ	Mesa	Tribune	96,536	Parade Magazine
AZ	Phoenix	Arizona Republic	599,450	USA Weekend
AZ	Prescott	Courier	19,830	USA Weekend
AZ	Sierra Vista	Herald	11,155	USA Weekend
AZ	Sun City	News-Sun	19,340	USA Weekend
AZ	Tucson	Citizen	41,351	USA Weekend
AZ	Tucson	Arizona Daily Star	177,290	Parade Magazine
AZ	Yuma	Daily Sun	26,670	Parade Magazine
CA	Auburn	Journal	12,358	USA Weekend
CA	Bakersfield	Californian	84,218	Parade Magazine
CA	Barstow	Desert Dispatch	5,181	USA Weekend
CA	Benicia	Herald	4,328	USA Weekend
CA	Chico	Enterprise-Record	33,175	USA Weekend
CA	Davis	Enterprise	10,141	USA Weekend
CA	El Centro	Imperial Valley Press	16,602	USA Weekend
CA	Eureka	Times - Standard	20,728	USA Weekend
CA	Fairfield	Republic	22,225	USA Weekend
CA	Freemont-Newark	Argus	32,975	USA Weekend
CA	Fresno	Bee	194,551	Parade Magazine

EXHIBIT 2**Newspapers in Parade and USA Weekend Magazine Networks**

State	City	Newspaper	Circulation	Sunday Magazine
CA	Grass Valley	<i>Union</i>	16,304	USA Weekend
CA	Hanford	<i>Sentinel</i>	12,938	USA Weekend
CA	Hayward	<i>Review</i>	39,182	USA Weekend
CA	Lakeport	<i>Lake County Record Bee</i>	7,680	USA Weekend
CA	Lodi	<i>News Sentinel</i>	16,869	USA Weekend
CA	Lompoc	<i>Record</i>	8,369	USA Weekend
CA	Long Beach	<i>Press Telegram</i>	110,033	Parade Magazine
CA	Los Angeles	<i>Daily News</i>	200,419	USA Weekend
CA	Los Angeles	<i>Times</i>	1,391,343	Parade Magazine
CA	Madera	<i>Tribune</i>	5,700	USA Weekend
CA	Marin County	<i>Independent Journal</i>	40,071	USA Weekend
CA	Marysville	<i>Appeal - Democrat</i>	22,217	USA Weekend
CA	Merced	<i>Sun-Star</i>	17,818	USA Weekend
CA	Modesto	<i>Bee</i>	91,805	Parade Magazine
CA	Monterey	<i>County Herald</i>	36,945	Parade Magazine
CA	Napa	<i>Napa Valley Register</i>	19,339	USA Weekend
CA	Oakland	<i>Oakland Tribune</i>	64,415	USA Weekend
CA	Oceanside	<i>North County Times</i>	93,703	Parade Magazine
CA	Ontario	<i>Bulletin</i>	75,143	USA Weekend
CA	Palm Springs	<i>The Desert Sun</i>	61,063	USA Weekend
CA	Palmdale	<i>Antelope Valley Press</i>	30,690	USA Weekend
CA	Pasadena	<i>Star-News</i>	38,843	USA Weekend
CA	Pleasanton	<i>Tri Valley Herald</i>	42,292	USA Weekend
CA	Porterville	<i>Recorder</i>	11,302	USA Weekend
CA	Red Bluff	<i>News</i>	7,039	USA Weekend
CA	Redding	<i>Record Searchlight</i>	38,631	Parade Magazine
CA	Redlands	<i>Redlands Daily Facts</i>	7,116	USA Weekend
CA	Riverside	<i>Press-Enterprise</i>	178,631	Parade Magazine
CA	Sacramento	<i>Bee</i>	351,999	Parade Magazine
CA	Sacramento	<i>Bee</i>	296,482	USA Weekend
CA	Salinas	<i>Californian</i>	19,047	USA Weekend
CA	San Bernardino	<i>Sun</i>	83,752	USA Weekend
CA	San Diego	<i>Union-Tribune</i>	444,649	Parade Magazine
CA	San Francisco	<i>Examiner Chronicle</i>	540,074	Parade Magazine
CA	San Francisco	<i>Examiner Chronicle</i>	540,074	USA Weekend
CA	San Gabriel	<i>Valley Tribune</i>	53,492	USA Weekend
CA	San Jose	<i>Mercury News</i>	317,799	Parade Magazine
CA	San Luis Obispo	<i>Telegram - Tribune</i>	43,213	Parade Magazine
CA	San Mateo	<i>County Times</i>	37,587	USA Weekend
CA	Santa Ana	<i>Orange County Register</i>	410,207	Parade Magazine
CA	Santa Barbara	<i>News-Press</i>	47,902	USA Weekend
CA	Santa Cruz	<i>County Sentinel</i>	29,073	USA Weekend
CA	Santa Maria	<i>Times</i>	20,122	USA Weekend
CA	Santa Rosa	<i>Press Democrat</i>	99,196	USA Weekend
CA	Stockton	<i>Record</i>	72,473	Parade Magazine
CA	Torrance	<i>Daily Breeze</i>	79,458	Parade Magazine
CA	Torrance	<i>Daily Breeze</i>	82,755	USA Weekend
CA	Tulare	<i>Advance Register</i>	8,236	USA Weekend
CA	Turlock	<i>Journal</i>	5,890	USA Weekend
CA	Ukiah	<i>Journal</i>	7,779	USA Weekend
CA	Vallejo	<i>Times-Herald</i>	22,178	USA Weekend
CA	Ventura County	<i>Star †</i>	108,906	Parade Magazine
CA	Victorville	<i>Press</i>	38,848	USA Weekend
CA	Visalia	<i>Times Delta</i>	28,320	USA Weekend
CA	Walnut Creek	<i>Contra Costa Times</i>	196,818	Parade Magazine
CA	Watsonville	<i>Register-Pajaronian</i>	7,435	USA Weekend
CA	Whittier	<i>News</i>	17,818	USA Weekend
CA	Woodland	<i>Democrat</i>	10,038	USA Weekend
CO	Boulder	<i>Sunday Camera</i>	42,666	Parade Magazine

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
CO	Colorado Springs	<i>Gazette-Telegraph</i>	117,911	Parade Magazine
CO	Denver	<i>Post & Rocky Mountain News</i>	801,315	Parade Magazine
CO	Denver	<i>Post & Rocky Mountain News</i>	970,000	USA Weekend
CO	Durango	<i>Herald</i>	8,438	USA Weekend
CO	Fort Collins	<i>Coloradoan</i>	35,303	USA Weekend
CO	Glenwood Springs	<i>Western Slope Sunday</i>	7,712	Parade Magazine
CO	Grand Junction	<i>Sentinel</i>	33,803	Parade Magazine
CO	Greeley	<i>Tribune</i>	24,597	USA Weekend
CO	Montrose	<i>Press</i>	6,693	USA Weekend
CO	Pueblo	<i>Chieftan</i>	54,085	Parade Magazine
CT	Bridgeport	<i>Connecticut Post</i>	88,510	USA Weekend
CT	Danbury	<i>News-Times</i>	39,024	Parade Magazine
CT	Greenwich	<i>Time</i>	13,751	Parade Magazine
CT	Hartford	<i>Courant</i>	293,221	Parade Magazine
CT	Manchester	<i>Journal Inquirer</i>	44,242	USA Weekend
CT	Meriden	<i>Record-Journal</i>	26,803	USA Weekend
CT	New Britain	<i>Herald</i>	34,198	USA Weekend
CT	New Haven	<i>Register</i>	100,438	USA Weekend
CT	New London	<i>Day</i>	45,422	Parade Magazine
CT	Norwalk	<i>Hour</i>	15,575	USA Weekend
CT	Norwich	<i>Bulletin</i>	33,460	USA Weekend
CT	Stamford	<i>Advocate</i>	35,004	Parade Magazine
CT	Torrington	<i>Register-Citizen</i>	10,379	USA Weekend
CT	Waterbury	<i>Republican-American</i>	68,653	Parade Magazine
DC	Washington	<i>Post</i>	1,070,809	Parade Magazine
DC	Washington	<i>Times</i>	84,562	USA Weekend
DE	Dover	<i>Delaware State News</i>	29,336	Parade Magazine
DE	Wilmington	<i>News Journal</i>	142,858	USA Weekend
FL	Boca Raton	<i>News</i>	14,840	USA Weekend
FL	Bradenton	<i>Herald</i>	56,930	USA Weekend
FL	Brooksville	<i>Hernando Today</i>	7,843	USA Weekend
FL	Charlotte Harbor	<i>Sun-Herald</i>	41,417	USA Weekend
FL	Crystal River	<i>Citrus County Chronicle</i>	29,101	USA Weekend
FL	Daytona Beach	<i>News-Journal</i>	124,536	USA Weekend
FL	Fort Lauderdale	<i>South Florida Sun-Sentinel</i>	381,838	USA Weekend
FL	Fort Myers	<i>News-Press</i>	119,247	USA Weekend
FL	Fort Pierce/Port St. Lucie	<i>Tribune</i>	29,456	Parade Magazine
FL	Fort Walton Beach	<i>Northwest Florida News</i>	49,530	Parade Magazine
FL	Gainesville	<i>Sun</i>	58,238	Parade Magazine
FL	Jacksonville	<i>Times-Union</i>	234,237	USA Weekend
FL	Lakeland	<i>Ledger</i>	92,527	Parade Magazine
FL	Leesburg	<i>Commercial</i>	32,038	USA Weekend
FL	Marianna	<i>Jackson County Floridan</i>	6,576	USA Weekend
FL	Melbourne	<i>Today</i>	113,721	USA Weekend
FL	Miami	<i>El Nuevo Herald</i>	57,274	Parade Magazine
FL	Miami	<i>Herald</i>	440,391	Parade Magazine
FL	Naples	<i>News</i>	77,198	Parade Magazine
FL	Ocala	<i>Star-Banner</i>	55,234	Parade Magazine
FL	Orlando	<i>Sentinel</i>	382,439	Parade Magazine
FL	Panama City	<i>News-Herald</i>	38,162	USA Weekend
FL	Pensacola	<i>News Jounal</i>	81,612	USA Weekend
FL	Sarasota	<i>Herald-Tribune</i>	145,625	Parade Magazine
FL	Sebring	<i>Highlands Today</i>	18,073	USA Weekend
FL	St. Augustine	<i>Record</i>	16,384	USA Weekend
FL	St. Petersburg	<i>Times</i>	431,832	Parade Magazine
FL	Stuart	<i>News</i>	48,311	Parade Magazine
FL	Tallahassee	<i>Democrat</i>	66,199	Parade Magazine
FL	Tampa	<i>Tribune</i>	307,737	Parade Magazine
FL	Vero Beach	<i>Press-Journal</i>	39,046	Parade Magazine

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
FL	West Palm Beach	<i>Post</i>	227,171	Parade Magazine
FL	Winter Haven	<i>News-Chief</i>	11,169	USA Weekend
GA	Albany	<i>Herald</i>	31,613	USA Weekend
GA	Americus	<i>Times-Recorder</i>	7,350	USA Weekend
GA	Athens	<i>Banner Herald and News</i>	33,253	USA Weekend
GA	Atlanta	<i>Journal-Constitution</i>	651,684	Parade Magazine
GA	Augusta	<i>Chronicle</i>	97,488	USA Weekend
GA	Brunswick	<i>News</i>	16,167	USA Weekend
GA	Canton	<i>Cherokee Tribune</i>	7,450	USA Weekend
GA	Carrollton	<i>Times-Georgian</i>	9,858	USA Weekend
GA	Cartersville	<i>Tribune-News</i>	9,286	USA Weekend
GA	Columbus	<i>Ledger-Enquirer</i>	64,637	Parade Magazine
GA	Conyers	<i>Rockdale Citizen</i>	11,325	USA Weekend
GA	Cordele	<i>Dispatch</i>	5,246	USA Weekend
GA	Dalton	<i>Citizen-News</i>	12,344	USA Weekend
GA	Douglasville	<i>County Sentinel</i>	4,421	USA Weekend
GA	Dublin	<i>Courier-Herald</i>	11,056	USA Weekend
GA	Gainesville	<i>Times</i>	26,693	USA Weekend
GA	Griffin	<i>News</i>	12,276	USA Weekend
GA	Jonesboro	<i>News & Herald</i>	4,876	USA Weekend
GA	La Grange	<i>News</i>	9,813	USA Weekend
GA	Lawrenceville	<i>Gwinnett Daily Post</i>	62,746	USA Weekend
GA	Macon	<i>Telegraph</i>	89,824	Parade Magazine
GA	Marietta	<i>Journal</i>	19,234	USA Weekend
GA	Milledgeville	<i>Union-Recorder</i>	8,456	USA Weekend
GA	Moultrie	<i>Observer</i>	7,000	USA Weekend
GA	Newnan	<i>Times - Herald</i>	9,450	USA Weekend
GA	Rome	<i>News-Tribune</i>	19,529	USA Weekend
GA	Savannah	<i>News & Press</i>	75,960	USA Weekend
GA	Statesboro	<i>Herald</i>	6,150	USA Weekend
GA	Thomasville	<i>Times-Enterprise</i>	9,397	USA Weekend
GA	Tifton	<i>Gazette</i>	8,250	USA Weekend
GA	Valdosta	<i>Times</i>	20,617	USA Weekend
GA	Warner Robins	<i>Sun</i>	8,405	USA Weekend
HI	Hilo	<i>Tribune-Herald</i>	22,724	USA Weekend
HI	Honolulu	<i>Advertiser & Star-Bulletin</i>	64,344	Parade Magazine
HI	Honolulu	<i>Star-Bulletin</i>	188,956	USA Weekend
HI	Kailua-Kona	<i>West Hawaii Today</i>	15,098	USA Weekend
HI	Lihue	<i>Garden Island</i>	9,360	USA Weekend
HI	Wailuku	<i>Maui News</i>	25,090	Parade Magazine
IA	Ames	<i>Tribune</i>	10,206	Parade Magazine
IA	Burlington	<i>Hawk Eye</i>	21,336	Parade Magazine
IA	Cedar Rapids	<i>Gazette</i>	80,229	Parade Magazine
IA	Clinton	<i>Herald</i>	12,917	USA Weekend
IA	Council Bluffs	<i>Nonpareil</i>	21,430	USA Weekend
IA	Davenport-Bettendorf	<i>Quad City Times</i>	71,063	Parade Magazine
IA	Des Moines	<i>Register</i>	235,211	USA Weekend
IA	Dubuque-East Dubuque	<i>Telegraph-Herald</i>	34,086	USA Weekend
IA	Fort Dodge - Webster City	<i>Messenger & Freeman-Journal</i>	20,808	Parade Magazine
IA	Iowa City	<i>Press-Citizen</i>	17,981	USA Weekend
IA	Marshalltown	<i>Times-Republican</i>	10,375	Parade Magazine
IA	Mason City	<i>Globe-Gazette</i>	22,825	Parade Magazine
IA	Sioux City	<i>Journal</i>	45,198	USA Weekend
IA	Waterloo	<i>Courier</i>	51,938	Parade Magazine
ID	Boise	<i>Idaho Statesman</i>	86,755	USA Weekend
ID	Coeur d'Alene	<i>Press</i>	16,453	USA Weekend
ID	Idaho Falls	<i>Post-Register</i>	25,386	Parade Magazine
ID	Lewiston	<i>Tribune</i>	25,060	Parade Magazine
ID	Nampa-Caldwell	<i>Idaho Press Tribune</i>	19,499	Parade Magazine

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
ID	Pocatello	<i>Idaho State Journal</i>	18,552	Parade Magazine
ID	Twin Falls	<i>Times-News</i>	23,799	Parade Magazine
IL	Alton-East Alton-Wood River	<i>Telegraph</i>	29,010	USA Weekend
IL	Aurora	<i>Beacon News</i>	28,269	USA Weekend
IL	Belleville	<i>News-Democrat</i>	63,407	Parade Magazine
IL	Benton	<i>News</i>	3,599	USA Weekend
IL	Bloomington	<i>Pantagraph</i>	51,767	Parade Magazine
IL	Carbondale	<i>Southern Illinoisan</i>	36,042	Parade Magazine
IL	Centralia-Central City-Wamac	<i>Sentinel</i>	14,815	Parade Magazine
IL	Champaign	<i>News-Gazette</i>	49,180	Parade Magazine
IL	Chicago	<i>Daily Herald</i>	146,927	USA Weekend
IL	Chicago	<i>Southtown</i>	58,678	USA Weekend
IL	Chicago	<i>Sun-Times</i>	380,716	USA Weekend
IL	Chicago	<i>Tribune</i>	1,001,662	Parade Magazine
IL	Crystal Lake	<i>Northwest Herald</i>	35,880	USA Weekend
IL	Danville	<i>Commercial News</i>	19,629	Parade Magazine
IL	De Kalb	<i>Chronicle</i>	10,199	USA Weekend
IL	Decatur	<i>Herald and Review</i>	41,052	Parade Magazine
IL	Dixon	<i>Telegraph</i>	9,595	USA Weekend
IL	DuQuoin	<i>Call</i>	3,443	USA Weekend
IL	Eldorado	<i>Journal</i>	1,250	USA Weekend
IL	Elgin	<i>Courier News</i>	16,121	USA Weekend
IL	Freeport	<i>Journal-Standard</i>	15,600	Parade Magazine
IL	Galesburg	<i>Register Mail</i>	14,734	USA Weekend
IL	Harrisburg	<i>Register</i>	5,276	USA Weekend
IL	Jacksonville	<i>Journal-Courier</i>	14,732	USA Weekend
IL	Joliet	<i>Herald News</i>	42,902	USA Weekend
IL	Kankakee	<i>Journal</i>	32,083	USA Weekend
IL	La Salle	<i>News-Tribune</i>	19,139	USA Weekend
IL	Macomb	<i>Journal</i>	8,100	USA Weekend
IL	Marion	<i>Republican</i>	3,797	USA Weekend
IL	Moline	<i>Dispatch</i>	32,266	USA Weekend
IL	Mount Vernon	<i>Register News</i>	9,222	USA Weekend
IL	Peoria	<i>Journal-Star</i>	91,582	Parade Magazine
IL	Pontiac	<i>Leader</i>	4,253	USA Weekend
IL	Quincy	<i>Herald-Whig</i>	27,430	Parade Magazine
IL	Rock Island	<i>Argus</i>	14,449	USA Weekend
IL	Rockford	<i>Register Star</i>	69,890	USA Weekend
IL	Springfield	<i>State Journal-Register</i>	68,047	Parade Magazine
IL	Sterling-Rock Falls	<i>Gazette & Sauk Valley Sunday</i>	22,369	USA Weekend
IL	Waukegan	<i>News Sun</i>	25,851	USA Weekend
IL	West Frankfort	<i>American</i>	3,250	USA Weekend
IN	Anderson	<i>Herald Bulletin</i>	29,242	Parade Magazine
IN	Auburn	<i>Star</i>	7,696	USA Weekend
IN	Bloomington-Bedford	<i>Herald-Times</i>	46,581	Parade Magazine
IN	Bluffton	<i>News Banner</i>	5,176	USA Weekend
IN	Columbia City	<i>Post & Mail</i>	4,800	USA Weekend
IN	Columbus	<i>Republic</i>	21,912	USA Weekend
IN	Crawfordsville	<i>Journal Review</i>	10,084	USA Weekend
IN	Decatur	<i>Democrat</i>	5,430	USA Weekend
IN	Elkhart	<i>Truth</i>	27,123	USA Weekend
IN	Evansville	<i>Courier</i>	100,429	Parade Magazine
IN	Fort Wayne	<i>Journal-Gazette</i>	127,818	Parade Magazine
IN	Fort Wayne	<i>News Sentinel</i>	46,999	USA Weekend
IN	Frankfort	<i>The Times</i>	6,751	USA Weekend
IN	Franklin	<i>Journal</i>	17,981	USA Weekend
IN	Gary	<i>Post Tribune</i>	65,521	USA Weekend
IN	Greencastle	<i>Banner Graphic</i>	5,580	USA Weekend
IN	Greenfield	<i>Reporter</i>	9,792	USA Weekend

EXHIBIT 2**Newspapers in Parade and USA Weekend Magazine Networks**

State	City	Newspaper	Circulation	Sunday Magazine
IN	Indianapolis	Star	365,546	USA Weekend
IN	Kendallville	News Sun	6,990	USA Weekend
IN	Kokomo	Tribune	24,268	Parade Magazine
IN	Lafayette-West Lafayette	Journal and Courier	37,138	USA Weekend
IN	Lake County	The Times	95,610	Parade Magazine
IN	Logansport	Pharos-Tribune	11,530	Parade Magazine
IN	Marion	Chronicle-Tribune	20,224	USA Weekend
IN	Michigan City	News-Dispatch	13,802	USA Weekend
IN	Monticello	Herald Journal	5,243	USA Weekend
IN	Muncie	Star Press	35,933	USA Weekend
IN	New Albany	Tribune & Ledger-Tribune	8,398	Parade Magazine
IN	New Castle	Courier-Times	10,059	USA Weekend
IN	Noblesville	Ledger	9,721	USA Weekend
IN	Peru	Tribune	12,095	USA Weekend
IN	Richmond	Palladium-Item	22,708	USA Weekend
IN	Seymour	Tribune	10,482	USA Weekend
IN	Shelbyville	News	10,555	USA Weekend
IN	South Bend	Tribune	100,778	Parade Magazine
IN	Terre Haute	Tribune-Star	38,813	Parade Magazine
IN	Vincennes	Sun-Commercial	14,010	USA Weekend
IN	Wabash	Plain Dealer	6,262	USA Weekend
IN	Warsaw	Times-Union	11,650	USA Weekend
KS	Arkansas City	Traveler	4,886	USA Weekend
KS	Dodge City	Globe	7,756	USA Weekend
KS	Garden City	Telegram	10,198	USA Weekend
KS	Great Bend	Tribune	7,196	Parade Magazine
KS	Hays	Daily News	13,170	USA Weekend
KS	Hutchinson	News	40,541	USA Weekend
KS	Kansas City	Kansan	10,206	USA Weekend
KS	Lawrence	Jounal-World	19,663	USA Weekend
KS	Leavenworth	Times	7,230	USA Weekend
KS	Manhattan	The Manhattan Mecury	11,724	Parade Magazine
KS	Newton	Kansan	7,874	USA Weekend
KS	Olathe	Daily News	6,450	USA Weekend
KS	Pittsburg	Morning Sun	10,500	USA Weekend
KS	Salina	Journal	32,436	USA Weekend
KS	Topeka	Capital-Journal	65,020	USA Weekend
KS	Wichita	Eagle	152,474	Parade Magazine
KS	Winfield	Courier	5,445	USA Weekend
KY	Ashland	Sunday Independent	23,106	Parade Magazine
KY	Bowling Green	News	26,737	Parade Magazine
KY	Elizabethtown	News-Enterprise	19,103	Parade Magazine
KY	Glasgow	Glasgow Daily Times	9,690	Parade Magazine
KY	Henderson	Gleaner	10,949	USA Weekend
KY	Hopkinsville	Kentucky New Era	11,710	USA Weekend
KY	Lexington	Herald-Leader	149,614	Parade Magazine
KY	Louisville	Courier-Journal	289,349	USA Weekend
KY	Madisonville	Messenger	8,831	USA Weekend
KY	Owensboro	Messenger-Inquirer	33,650	Parade Magazine
KY	Paducah	Sun	30,336	USA Weekend
KY	Richmond	Register	7,741	USA Weekend
KY	Somerset	Commonwealth Journal	8,900	Parade Magazine
LA	Alexandria	Town Talk	39,434	USA Weekend
LA	Baton Rouge	Advocate	124,848	Parade Magazine
LA	Bogalusa	News	6,005	USA Weekend
LA	Hammond	Star	14,325	USA Weekend
LA	Houma	Daily Courier	20,296	Parade Magazine
LA	Lafayette	Advertiser	51,258	USA Weekend
LA	Lake Charles	American Press	42,700	Parade Magazine

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
LA	Monroe	News-Star	41,519	USA Weekend
LA	New Iberia	Iberian	15,103	USA Weekend
LA	New Orleans	Times-Picayune	290,941	Parade Magazine
LA	Opelousas	World	12,570	USA Weekend
LA	Ruston	Leader	6,200	Parade Magazine
LA	Shreveport	Times	84,148	USA Weekend
MA	Attleboro	Sun-Chronicle	21,585	USA Weekend
MA	Boston	Globe	710,256	Parade Magazine
MA	Boston	Herald	164,661	USA Weekend
MA	Brockton	Enterprise	49,347	USA Weekend
MA	Cape Cod	Sunday Cape Cod Times	54,942	Parade Magazine
MA	Fall River	Herald News	27,663	USA Weekend
MA	Fitchburg	Sentinel-Enterprise	17,593	USA Weekend
MA	Framingham	Metro-West Daily	45,481	USA Weekend
MA	Gloucester	Times	11,470	USA Weekend
MA	Greenfield	Recorder	14,261	USA Weekend
MA	Lawrence	Eagle-Tribune	55,169	USA Weekend
MA	Lowell	Sun	55,817	USA Weekend
MA	New Bedford	Standard-Times	40,629	Parade Magazine
MA	Newburyport	News	13,934	USA Weekend
MA	North Adams	Transcript	9,050	USA Weekend
MA	Northampton	Daily Hampshire Gazette	20,007	USA Weekend
MA	Pittsfield	Berkshire Eagle/Transcript	35,572	USA Weekend
MA	Quincy	Patriot Ledger	82,134	USA Weekend
MA	Salem	News	34,413	USA Weekend
MA	Springfield	Sunday Republican	136,135	Parade Magazine
MA	Taunton	Gazette	13,013	USA Weekend
MA	Worcester	Sunday Telegram	126,301	Parade Magazine
MD	Annapolis	Capital	49,416	USA Weekend
MD	Baltimore	Sun	465,338	Parade Magazine
MD	Cumberland	Times-News	32,750	USA Weekend
MD	Easton	Star-Democrat	17,411	USA Weekend
MD	Frederick	News & Post	41,920	USA Weekend
MD	Hagerstown	Herald/Mail	39,312	Parade Magazine
MD	Lanham	Prince George's Journal	28,681	USA Weekend
MD	Rockville	Montgomery Journal	30,184	USA Weekend
MD	Salisbury	Times	31,263	USA Weekend
MD	Westminster	Carroll County Times	24,142	USA Weekend
ME	Augusta	Kennebec Journal	14,106	USA Weekend
ME	Bangor	News	74,835	USA Weekend
ME	Biddeford	Journal Tribune	10,827	USA Weekend
ME	Lewiston-Auburn	Sun-Journal & Sunday	36,673	USA Weekend
ME	Portland	Telegram	115,313	Parade Magazine
ME	Waterville	Sentinel	18,434	USA Weekend
MI	Adrian	Telegram	16,357	USA Weekend
MI	Alpena	News	11,069	USA Weekend
MI	Ann Arbor	News	71,560	Parade Magazine
MI	Bad Axe	Huron Tribune	7,841	USA Weekend
MI	Battle Creek	Enquirer	25,885	USA Weekend
MI	Bay City	Times	47,201	Parade Magazine
MI	Benton Harbor-St. Joseph	Herald-Palladium	30,065	USA Weekend
MI	Cadillac	News	9,752	USA Weekend
MI	Detroit	Free Press, News	738,248	USA Weekend
MI	Escanaba	Press	10,735	USA Weekend
MI	Flint	Jounal	106,892	Parade Magazine
MI	Grand Rapids	Press	190,828	Parade Magazine
MI	Greenville	News	8,613	USA Weekend
MI	Hillsdale	News	8,100	USA Weekend
MI	Holland	Sentinel	18,340	USA Weekend

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
MI	Houghton	<i>Mining Gazette</i>	10,597	USA Weekend
MI	Iron Mountain	<i>News</i>	9,911	USA Weekend
MI	Jackson	<i>Citizen Patriot</i>	40,528	Parade Magazine
MI	Kalamazoo	<i>Gazette</i>	74,183	Parade Magazine
MI	Lansing	<i>State Journal</i>	90,812	USA Weekend
MI	Marquette	<i>Mining Journal</i>	18,449	Parade Magazine
MI	Midland	<i>News & Huron Tribune</i>	18,065	USA Weekend
MI	Monroe	<i>News</i>	25,212	Parade Magazine
MI	Mount Clemens	<i>Macomb Daily</i>	77,035	Parade Magazine
MI	Mount Pleasant- Alma	<i>Sun</i>	12,725	USA Weekend
MI	Muskegon	<i>Chronicle</i>	51,666	Parade Magazine
MI	Owosso	<i>Argus Press</i>	11,325	USA Weekend
MI	Petoskey	<i>News-Review</i>	10,559	USA Weekend
MI	Pontiac	<i>The Oakland Press</i>	92,992	Parade Magazine
MI	Port Huron	<i>Times-Herald</i>	30,476	USA Weekend
MI	Royal Oak	<i>Tribune</i>	18,761	Parade Magazine
MI	Saginaw	<i>News</i>	59,555	Parade Magazine
MI	Sault Ste. Marie	<i>News</i>	8,200	USA Weekend
MI	Traverse City	<i>Record-Eagle</i>	38,000	Parade Magazine
MN	Albert Lea	<i>Tribune</i>	7,500	Parade Magazine
MN	Austin	<i>Herald</i>	6,937	Parade Magazine
MN	Bemidji	<i>Pioneer</i>	10,614	Parade Magazine
MN	Brainerd	<i>Dispatch</i>	17,176	USA Weekend
MN	Duluth	<i>News-Tribune</i>	69,918	Parade Magazine
MN	Faribault	<i>News</i>	7,200	Parade Magazine
MN	Fergus Falls	<i>Journal</i>	8,685	USA Weekend
MN	Hibbing	<i>Tribune</i>	6,747	USA Weekend
MN	Mankato - N. Mankato	<i>Free Press</i>	25,059	Parade Magazine
MN	Minneapolis	<i>Star Tribune</i>	668,560	USA Weekend
MN	New Ulm	<i>Journal</i>	9,559	Parade Magazine
MN	Owatonna	<i>People's Press</i>	7,223	Parade Magazine
MN	Rochester	<i>Post-Bulletin</i>	46,148	USA Weekend
MN	St. Cloud	<i>Times</i>	37,848	USA Weekend
MN	St. Paul	<i>Pioneer Press</i>	255,067	Parade Magazine
MN	Virginia	<i>Mesabi News</i>	12,777	USA Weekend
MN	Winona	<i>News</i>	12,512	Parade Magazine
MO	Cape Girardeau	<i>Southeast Missourian</i>	25,833	USA Weekend
MO	Columbia	<i>Tribune</i>	19,466	USA Weekend
MO	Columbia	<i>Missourian</i>	4,900	Parade Magazine
MO	Dexter	<i>Statesman</i>	3,656	USA Weekend
MO	Hannibal	<i>Courier-Post</i>	8,641	USA Weekend
MO	Independence-Blue Springs	<i>Examiner</i>	15,145	USA Weekend
MO	Jefferson City	<i>News & Tribune</i>	24,253	Parade Magazine
MO	Joplin	<i>Globe</i>	39,793	Parade Magazine
MO	Kansas City	<i>Star</i>	387,311	Parade Magazine
MO	Kennet	<i>Democrat</i>	3,316	USA Weekend
MO	Park Hills	<i>Daily Journal</i>	8,548	USA Weekend
MO	Poplar Bluff	<i>American Republic</i>	14,083	USA Weekend
MO	Sedalia	<i>Democrat</i>	12,425	USA Weekend
MO	Sikeston	<i>Standard-Democrat</i>	9,624	USA Weekend
MO	Springfield	<i>News-Leader</i>	93,155	USA Weekend
MO	St. Joseph	<i>News-Press</i>	43,277	Parade Magazine
MO	St. Louis	<i>Post-Dispatch</i>	483,628	Parade Magazine
MS	Biloxi	<i>Sun Herald</i>	56,643	Parade Magazine
MS	Brookhaven	<i>Leader</i>	7,171	Parade Magazine
MS	Columbus	<i>Commercial Dispatch</i>	15,000	Parade Magazine
MS	Corinth	<i>Corinthian</i>	6,547	USA Weekend
MS	Greenville	<i>Delta Democrat-Times</i>	12,796	USA Weekend
MS	Greenwood	<i>Commonwealth</i>	8,259	Parade Magazine

EXHIBIT 2**Newspapers in Parade and USA Weekend Magazine Networks**

State	City	Newspaper	Circulation	Sunday Magazine
MS	Hattiesburg	American	27,166	USA Weekend
MS	Jackson	Clarion-Ledger	118,235	USA Weekend
MS	Laurel	Leader-Call	7,470	Parade Magazine
MS	McComb	Enterprise-Journal	12,512	Parade Magazine
MS	Meridian	Star	17,701	USA Weekend
MS	Natchez	Democrat	10,366	USA Weekend
MS	Pascagoula	Mississippi Press	20,828	Parade Magazine
MS	Picayune	Picayune Item	7,400	Parade Magazine
MS	Tupelo	Northeast Mississippi Journal	35,492	Parade Magazine
MS	Vicksburg	Post	14,693	Parade Magazine
MT	Billings	Gazette	51,190	Parade Magazine
MT	Bozeman	Chronicle	15,886	Parade Magazine
MT	Butte-Anaconda	Montana Standard	14,535	Parade Magazine
MT	Great Falls	Tribune	38,481	USA Weekend
MT	Helena	Independent-Record	13,736	Parade Magazine
MT	Kalispell	Daily Inter Lake	16,010	Parade Magazine
MT	Missoula	Missoulian	35,628	Parade Magazine
NC	Asheboro	Courier-Tribune	17,167	USA Weekend
NC	Asheville	Citizen Times	68,751	USA Weekend
NC	Burlington	Times-News	28,823	USA Weekend
NC	Charlotte	Observer	294,605	Parade Magazine
NC	Durham	Herald-Sun	57,698	USA Weekend
NC	Eden	News	3,827	USA Weekend
NC	Elizabeth City	Daily Advance	11,910	Parade Magazine
NC	Fayetteville	Observer-Times	74,512	Parade Magazine
NC	Forest City	Courier	9,850	USA Weekend
NC	Gastonia	Gaston Gazette	35,963	USA Weekend
NC	Goldsboro	News-Argus	24,244	USA Weekend
NC	Greensboro	News & Record	112,775	Parade Magazine
NC	Greenville	Reflector	23,367	Parade Magazine
NC	Henderson	Daily Dispatch	9,478	USA Weekend
NC	Hendersonville	Times-News	19,927	Parade Magazine
NC	Hickory	Record	21,531	USA Weekend
NC	High Point	Enterprise	31,132	USA Weekend
NC	Jacksonville	News	22,903	USA Weekend
NC	Kannapolis	Independent Tribune	22,841	USA Weekend
NC	Kinston	Free Press	13,886	USA Weekend
NC	Lenoir	News-Topic	10,105	USA Weekend
NC	Lumberton	Robesonian	13,060	USA Weekend
NC	Monroe	Enquirer-Journal	11,540	USA Weekend
NC	Morganton	News-Herald	12,010	USA Weekend
NC	Mount Airy	News	10,285	USA Weekend
NC	New Bern	Sun-Journal	16,238	USA Weekend
NC	Raleigh	News and Observer	210,037	Parade Magazine
NC	Reidsville	Review	6,044	USA Weekend
NC	Roanoke Rapids	Herald	12,796	USA Weekend
NC	Rocky Mount	Telegram	16,494	Parade Magazine
NC	Salisbury	Post	25,874	USA Weekend
NC	Sanford	Herald	10,899	USA Weekend
NC	Shelby	Star	15,299	USA Weekend
NC	Statesville	Record & Landmark	15,416	USA Weekend
NC	Washington	News	9,901	USA Weekend
NC	Wilmington	Star, Star-News	62,882	Parade Magazine
NC	Wilson	Times	16,915	USA Weekend
NC	Winston-Salem	Journal	98,210	Parade Magazine
ND	Bismarck	Tribune	29,932	USA Weekend
ND	Dickinson	Press	7,682	Parade Magazine
ND	Fargo	Forum	63,067	Parade Magazine
ND	Grand Forks	Herald	34,275	USA Weekend

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
ND	Minot	News	23,651	Parade Magazine
ND	Wahpetone	News	4,286	USA Weekend
NE	Beatrice	Sun	8,281	USA Weekend
NE	Columbus	Telegram	11,047	USA Weekend
NE	Fremont	Tribune	9,690	USA Weekend
NE	Grand Island	Independent	25,673	USA Weekend
NE	Lincoln	Journal Star	83,684	USA Weekend
NE	North Platte	Telegraph	14,159	Parade Magazine
NE	Omaha	World-Herald	268,336	Parade Magazine
NE	Scottsbluff	Star-Herald	16,539	Parade Magazine
NE	York	York News-Times	5,100	USA Weekend
NH	Concord	Monitor	22,528	USA Weekend
NH	Dover	Foster's Democrat	24,649	USA Weekend
NH	Keene	Sentinel	13,472	USA Weekend
NH	Lebanon-Hanover	Valley News	17,487	USA Weekend
NH	Manchester	Sunday News	82,474	Parade Magazine
NH	Nashua	Telegraph	32,529	USA Weekend
NH	Portsmouth	Herald	20,424	Parade Magazine
NJ	Atlantic City	Press	92,025	USA Weekend
NJ	Bergen, Passaic	Record & Herald News	229,809	Parade Magazine
NJ	Bridgewater	Courier-News	40,293	USA Weekend
NJ	Camden-Cherry Hill	Courier-Post	98,840	USA Weekend
NJ	East Brunswick	Home News & Tribune	74,186	USA Weekend
NJ	Jersey City	Jersey Journal	47,105	USA Weekend
NJ	Morristown	Morris Record	45,009	USA Weekend
NJ	Neptune	Asbury Park Press	220,040	USA Weekend
NJ	Newark	Star-Ledger	606,462	Parade Magazine
NJ	Newton	New Jersey Herald	22,963	USA Weekend
NJ	Salem	Today's Sunbeam	9,577	Parade Magazine
NJ	Tom's River	Ocean County Observer	9,018	USA Weekend
NJ	Trenton	Times	84,201	Parade Magazine
NJ	Trenton	Trentonian	40,121	USA Weekend
NJ	Willingboro	Burlington County Times	44,338	Parade Magazine
NJ	Woodbury	Gloucester County Times	27,134	Parade Magazine
NM	Alamogordo	News	8,347	Parade Magazine
NM	Albuquerque	Journal & Tribune	107,591	USA Weekend
NM	Carlsbad	Current-Argus	8,401	USA Weekend
NM	Clovis	News Journal	9,274	Parade Magazine
NM	Farmington	Times	19,148	USA Weekend
NM	Gallup	Independent	16,280	USA Weekend
NM	Hobbs	News-Sun	10,610	Parade Magazine
NM	Las Cruces	Sun-News	25,363	USA Weekend
NM	Portales	News-Tribune	2,864	Parade Magazine
NM	Roswell	Record	14,143	USA Weekend
NM	Santa Fe	New Mexican	26,316	Parade Magazine
NV	Carson City	Nevada Appeal	15,090	Parade Magazine
NV	Las Vegas	Review-Journal & Sun	223,183	Parade Magazine
NV	Las Vegas	Review-Journal & Sun	223,151	USA Weekend
NV	Reno	Gazette-Journal	84,175	USA Weekend
NV	Sparks	Tribune	6,125	Parade Magazine
NY	Albany	Times Union	146,867	Parade Magazine
NY	Auburn	Citizen	13,979	Parade Magazine
NY	Binghamton	Press & Sun-Bulletin	75,009	USA Weekend
NY	Buffalo	News	307,825	Parade Magazine
NY	Canandaigua	Messenger	14,192	Parade Magazine
NY	Corning	Leader	13,615	Parade Magazine
NY	Dunkirk	Observer	11,951	USA Weekend
NY	Elmira	Star-Gazette	40,866	USA Weekend
NY	Geneva	Finger Lakes Times	20,028	Parade Magazine

EXHIBIT 2**Newspapers in Parade and USA Weekend Magazine Networks**

State	City	Newspaper	Circulation	Sunday Magazine
NY	Glens Falls	<i>Post-Star</i>	35,189	USA Weekend
NY	Ithaca	<i>Journal</i>	22,613	USA Weekend
NY	Jamestown	<i>Post-Journal & Observer</i>	21,536	USA Weekend
NY	Kingston	<i>Freeman</i>	21,285	USA Weekend
NY	Long Island	<i>Newsday</i>	663,220	Parade Magazine
NY	Middletown	<i>Times Herald - Record</i>	93,743	Parade Magazine
NY	New York City	<i>Daily News</i>	821,080	USA Weekend
NY	Niagara Falls	<i>Gazette</i>	48,558	USA Weekend
NY	Olean	<i>Times Herald</i>	17,441	USA Weekend
NY	Oneonta	<i>Daily Star</i>	18,973	Parade Magazine
NY	Oswego	<i>Palladium-Times</i>	9,377	USA Weekend
NY	Plattsburgh	<i>Press-Republican</i>	21,739	Parade Magazine
NY	Poughkeepsie	<i>Journal</i>	51,847	USA Weekend
NY	Rochester	<i>Democrat & Chronicle</i>	239,822	USA Weekend
NY	Saratoga Springs	<i>Saratogian</i>	12,192	USA Weekend
NY	Schenectady	<i>Gazette Newspapers</i>	54,909	USA Weekend
NY	Staten Island	<i>Staten Island Advance</i>	87,177	Parade Magazine
NY	Syracuse	<i>Herald-American</i>	181,707	Parade Magazine
NY	Troy	<i>Record</i>	22,474	USA Weekend
NY	Utica	<i>Observer-Dispatch</i>	55,522	USA Weekend
NY	Watertown	<i>Times - Telegram & Sentinel</i>	37,711	USA Weekend
NY	White Plains	<i>Journal News</i>	174,602	USA Weekend
OH	Akron	<i>Beacon Journal</i>	193,641	Parade Magazine
OH	Ashtabula	<i>Sunday Paper</i>	21,445	USA Weekend
OH	Athens	<i>Messenger</i>	14,085	USA Weekend
OH	Beavercreek	<i>News Current</i>	2,800	USA Weekend
OH	Bryan	<i>Times</i>	10,823	USA Weekend
OH	Bucyrus	<i>Telegraph-Forum</i>	7,104	USA Weekend
OH	Cambridge	<i>Jeffersonian</i>	12,905	Parade Magazine
OH	Canton	<i>Repository</i>	80,526	USA Weekend
OH	Chillicothe	<i>Gazette</i>	17,192	USA Weekend
OH	Cincinnati	<i>Enquirer & Post</i>	309,555	USA Weekend
OH	Circleville	<i>Herald</i>	8,575	USA Weekend
OH	Cleveland	<i>Plain Dealer</i>	480,878	Parade Magazine
OH	Columbus	<i>Dispatch</i>	279,883	USA Weekend
OH	Coshocton	<i>Tribune</i>	7,838	USA Weekend
OH	Dayton	<i>Daily News</i>	200,635	Parade Magazine
OH	Defiance	<i>Crescent News</i>	17,972	USA Weekend
OH	East Liverpool - Salem	<i>Review</i>	9,844	Parade Magazine
OH	Elyria	<i>Chronicle-Telegram</i>	29,018	Parade Magazine
OH	Fairborn	<i>Daily Herald</i>	3,300	USA Weekend
OH	Findlay	<i>Courier</i>	22,776	USA Weekend
OH	Fostoria	<i>Review Times</i>	3,713	USA Weekend
OH	Fremont	<i>News-Messenger</i>	14,140	USA Weekend
OH	Gallipolis	<i>Times-Sentinel</i>	10,918	USA Weekend
OH	Greenville	<i>Advocate</i>	7,064	USA Weekend
OH	Hamilton	<i>Journal-News</i>	24,621	Parade Magazine
OH	Hillsboro	<i>Times-Gazette</i>	4,700	USA Weekend
OH	Ironton	<i>Tribune</i>	7,363	USA Weekend
OH	Kent-Ravenna	<i>Record-Courier</i>	19,263	USA Weekend
OH	Lancaster	<i>Eagle-Gazette</i>	15,737	USA Weekend
OH	Lima	<i>News</i>	43,899	USA Weekend
OH	Lisbon	<i>Morning Journal</i>	13,332	USA Weekend
OH	Lorain	<i>Journal</i>	37,420	USA Weekend
OH	Mansfield	<i>News Journal</i>	34,618	USA Weekend
OH	Marietta	<i>Times</i>	12,073	USA Weekend
OH	Marion	<i>Star</i>	15,552	USA Weekend
OH	Martins Ferry	<i>Times Leader</i>	12,073	USA Weekend
OH	Massillon	<i>Independent</i>	14,788	USA Weekend

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
OH	Middletown	<i>Journal</i>	23,233	Parade Magazine
OH	New Philadelphia	<i>Times Reporter</i>	24,504	Parade Magazine
OH	Newark	<i>Advocate</i>	22,520	USA Weekend
OH	Norwalk	<i>Reflector</i>	9,439	USA Weekend
OH	Piqua	<i>Call</i>	6,971	USA Weekend
OH	Port Clinton	<i>News Herald</i>	5,659	USA Weekend
OH	Portsmouth	<i>Daily Times</i>	15,129	Parade Magazine
OH	Salem	<i>News</i>	6,762	Parade Magazine
OH	Sandusky	<i>Register</i>	26,586	USA Weekend
OH	Sidney	<i>Daily News</i>	13,642	USA Weekend
OH	Springfield	<i>Springfield News Sun</i>	39,088	Parade Magazine
OH	Steubenville	<i>Herald-Star</i>	22,846	USA Weekend
OH	Tiffin	<i>Advertiser-Tribune</i>	11,487	USA Weekend
OH	Toledo	<i>Blade</i>	189,611	Parade Magazine
OH	Troy	<i>Miami Valley Sunday News</i>	11,914	USA Weekend
OH	Warren	<i>Tribune Chronicle</i>	39,220	USA Weekend
OH	Washington Courthouse	<i>Record-Herald</i>	5,309	USA Weekend
OH	Willoughby	<i>News-Herald</i>	58,807	USA Weekend
OH	Wilmington	<i>News-Journal</i>	6,851	USA Weekend
OH	Wooster	<i>Record</i>	23,381	USA Weekend
OH	Xenia	<i>Gazette</i>	7,336	USA Weekend
OH	Youngstown	<i>Vindicator</i>	103,714	Parade Magazine
OH	Zanesville	<i>Times Recorder</i>	22,112	USA Weekend
OK	Ardmore	<i>Armoreite</i>	12,826	USA Weekend
OK	Bartlesville	<i>Examiner Enterprise</i>	13,438	USA Weekend
OK	Enid	<i>News & Eagle</i>	21,406	USA Weekend
OK	Lawton	<i>Constitution</i>	24,036	USA Weekend
OK	McAlester	<i>News-Capital & Democrat</i>	11,379	USA Weekend
OK	Muskogee	<i>Phoenix & Times-Democrat</i>	19,571	USA Weekend
OK	Norman	<i>Transcript</i>	17,246	USA Weekend
OK	Oklahoma City	<i>Oklahoman</i>	299,514	Parade Magazine
OK	Shawnee	<i>News-Star</i>	11,634	USA Weekend
OK	Stillwater	<i>News Press</i>	9,677	USA Weekend
OK	Tulsa	<i>World</i>	206,801	USA Weekend
OR	Albany/Corvallis	<i>Mid-Valley Sunday</i>	31,163	USA Weekend
OR	Bend	<i>Bulletin</i>	28,147	Parade Magazine
OR	Coos Bay-North Bend	<i>World</i>	15,356	USA Weekend
OR	Eugene	<i>Register-Guard</i>	78,315	Parade Magazine
OR	Klamath Falls	<i>Herald & News</i>	17,651	Parade Magazine
OR	Medford	<i>Mail Tribune</i>	31,398	Parade Magazine
OR	Ontario	<i>Argus Observer</i>	8,292	Parade Magazine
OR	Pendleton	<i>East Oregonian</i>	11,989	Parade Magazine
OR	Portland	<i>Oregonian</i>	434,368	Parade Magazine
OR	Roseburg	<i>News-Review</i>	19,699	Parade Magazine
OR	Salem	<i>Statesman-Journal</i>	66,128	USA Weekend
PA	Allentown	<i>Call</i>	170,012	Parade Magazine
PA	Altoona	<i>Mirror</i>	38,932	USA Weekend
PA	Beaver-Rochester-Aliquippa-Ambridge	<i>Beaver County Times</i>	49,679	USA Weekend
PA	Bloomsburg-Berwick	<i>Press-Enterprise</i>	20,433	USA Weekend
PA	Bradford	<i>Era</i>	11,473	USA Weekend
PA	Butler	<i>Eagle</i>	30,456	USA Weekend
PA	Carlisle	<i>Sentinel</i>	15,613	USA Weekend
PA	Chambersburg	<i>Public Opinion</i>	19,932	USA Weekend
PA	Chester	<i>Delaware County Times</i>	45,134	USA Weekend
PA	Clearfield-Curwensville	<i>Progress</i>	13,226	USA Weekend
PA	Doylestown	<i>The Intelligencer Record</i>	53,871	Parade Magazine
PA	DuBois	<i>Tri-County Sunday</i>	15,218	Parade Magazine
PA	Easton/Bethlehem	<i>Express-Times</i>	49,401	USA Weekend
PA	Erie	<i>Weekender & Times-News</i>	88,008	Parade Magazine

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
PA	Greensburg	Tribune Review	187,754	USA Weekend
PA	Hanover	Evening Sun	21,107	USA Weekend
PA	Harrisburg	Patriot-News	154,095	Parade Magazine
PA	Hazleton	Standard-Speaker	22,002	USA Weekend
PA	Indiana	Gazette	15,207	USA Weekend
PA	Johnstown	Tribune-Democrat	49,024	Parade Magazine
PA	Lancaster	Sunday News	103,296	Parade Magazine
PA	Lansdale	Reporter	18,874	USA Weekend
PA	Lebanon	News	21,338	USA Weekend
PA	Levittown	Bucks County Courier Times	74,710	Parade Magazine
PA	Lewistown	Sentinel	12,965	USA Weekend
PA	McKeesport-Duquesne-Clairton	News	21,929	USA Weekend
PA	Meadville	Tribune	15,449	USA Weekend
PA	New Castle	News	18,603	USA Weekend
PA	New Kensington-Tarentum	Valley News Dispatch	31,267	USA Weekend
PA	Norristown	Times-Herald	16,926	USA Weekend
PA	Philadelphia	Inquirer	762,194	Parade Magazine
PA	Phoenixville	Phoenix	3,616	USA Weekend
PA	Pittsburgh	Post Gazette	413,350	Parade Magazine
PA	Pottstown	Mercury	25,959	USA Weekend
PA	Pottsville	Republican & Herald	32,257	USA Weekend
PA	Reading	Eagle-Times	95,882	Parade Magazine
PA	Scranton	Times & Tribune	75,682	Parade Magazine
PA	Sharon-Farrell- Sharpful	Herald	22,805	USA Weekend
PA	Somerset	American	13,860	USA Weekend
PA	State College- Bellefonte	Centre Daily Times	32,479	Parade Magazine
PA	Stroudsburg- East Stroudsburg	Pocono Record	26,023	Parade Magazine
PA	Sunbury	Item	27,167	Parade Magazine
PA	Towanda	Review	9,967	Parade Magazine
PA	Uniontown	Herald-Standard	31,032	Parade Magazine
PA	Warren	Times Observer	11,574	USA Weekend
PA	Washington	Observer-Reporter	39,619	USA Weekend
PA	West Chester	Local News	30,178	USA Weekend
PA	Wilkes-Barre	Citizens' Voice	29,437	USA Weekend
PA	Wilkes-Barre	Times Leader	66,604	Parade Magazine
PA	Williamsport	Sun-Gazette	37,363	Parade Magazine
PA	York	Sunday News	93,738	USA Weekend
RI	Newport	News	12,680	USA Weekend
RI	Pawtucket-Central Falls	Times	13,555	USA Weekend
RI	Providence	Journal-Bulletin	229,271	Parade Magazine
RI	West Warwick	Kent County Times	4,124	USA Weekend
RI	Westerly	Sun	10,868	USA Weekend
RI	Woonsocket	Call	15,358	USA Weekend
SC	Aiken	Standard	14,643	USA Weekend
SC	Anderson	Independent-Mail	45,572	Parade Magazine
SC	Beaufort	Gazette	11,153	Parade Magazine
SC	Beaufort	Gazette	11,153	USA Weekend
SC	Charleston	Post, Courier	115,790	Parade Magazine
SC	Columbia	State	156,930	Parade Magazine
SC	Florence	News	34,720	USA Weekend
SC	Greenville	News	133,409	USA Weekend
SC	Greenwood	Index-Journal	16,172	Parade Magazine
SC	Hilton Head Island	Island Packet	15,318	Parade Magazine
SC	Hilton Head Island	Island Packet	16,880	USA Weekend
SC	Myrtle Beach	Sun News	58,762	Parade Magazine
SC	Rock Hill	Herald	33,484	USA Weekend
SC	Spartanburg	Herald-Journal	61,894	Parade Magazine
SC	Sumter	Item	21,359	Parade Magazine
SD	Aberdeen	American News	16,093	USA Weekend

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
SD	Huron	Plainsman	7,717	Parade Magazine
SD	Rapid City	Journal	33,355	Parade Magazine
SD	Sioux Falls	Argus Leader	74,886	USA Weekend
SD	Yankton	Press & Dakotan	8,128	USA Weekend
TN	Athens	Post-Athenian	12,162	USA Weekend
TN	Chattanooga	Free Press Times	101,257	Parade Magazine
TN	Clarksville	Leaf-Chronicle	25,644	USA Weekend
TN	Cleveland	Banner	16,400	USA Weekend
TN	Columbia	Herald	13,385	USA Weekend
TN	Cookeville	Herald-Citizen	13,768	Parade Magazine
TN	Dyersburg	Star Gazette	6,160	USA Weekend
TN	Jackson	Sun	42,242	USA Weekend
TN	Johnson City	Johnson City Press	34,413	Parade Magazine
TN	Kingsport	Times-News	46,860	USA Weekend
TN	Knoxville	News-Sentinel	159,109	Parade Magazine
TN	Maryville-Alcoa	Times	21,049	USA Weekend
TN	Memphis	Commercial Appeal	236,153	Parade Magazine
TN	Morristown	Citizen Tribune	24,879	Parade Magazine
TN	Murfreesboro	News-Journal	17,979	Parade Magazine
TN	Nashville	Tennessean-Leaf Chronicle-Banner	260,992	USA Weekend
TN	Newport	Plain Talk	7,150	Parade Magazine
TN	Oak Ridge	Oak Ridger	10,200	USA Weekend
TN	Sevierville	Mountain Press	7,861	USA Weekend
TX	Abilene	Reporter-News	44,038	Parade Magazine
TX	Amarillo	Globe-Times & News-Globe	67,648	USA Weekend
TX	Athens	Review	6,600	USA Weekend
TX	Austin	American-Statesman	244,738	Parade Magazine
TX	Baytown	Sun	10,684	USA Weekend
TX	Beaumont	Enterprise	65,403	Parade Magazine
TX	Brownsville-Harlingen-McAllen	Brownsville Herald	18,536	Parade Magazine
TX	Brownwood	Bulletin	7,625	Parade Magazine
TX	Bryan-College Station	Eagle	28,675	USA Weekend
TX	Clute	Brazosport Facts	17,786	USA Weekend
TX	Conroe	Courier	12,269	USA Weekend
TX	Corpus Christi	Caller-Times	82,590	Parade Magazine
TX	Corsicana-Mexia	Sun & News	7,662	USA Weekend
TX	Dallas	Morning News	782,748	Parade Magazine
TX	Del Rio	News-Herald	5,550	Parade Magazine
TX	Denison	Daily Post	6,000	Parade Magazine
TX	Denton	Record-Chronicle	18,866	USA Weekend
TX	EI Paso	Times & Herald Post	95,241	USA Weekend
TX	Fort Worth	Fort Worth Star-Telegram	334,104	Parade Magazine
TX	Galveston-Texas City	County News	24,528	USA Weekend
TX	Greenville	Herald-Banner	9,822	USA Weekend
TX	Harlingen	Valley Morning Star	30,098	Parade Magazine
TX	Houston	Chronicle	737,626	Parade Magazine
TX	Kerrville	Times	10,584	Parade Magazine
TX	Kilgore	News Herald	3,905	Parade Magazine
TX	Killeen	Herald	23,967	USA Weekend
TX	Laredo	Times	23,706	USA Weekend
TX	Longview	News-Journal	37,683	Parade Magazine
TX	Lubbock	Avalanche-Journal	65,711	USA Weekend
TX	Lufkin	News	16,793	Parade Magazine
TX	Marshall	News Messenger	7,470	Parade Magazine
TX	McAllen	The Moniter	55,115	Parade Magazine
TX	Midland	Reporter-Telegram	24,029	USA Weekend
TX	Nacogdoches	Daily Sentinel	11,012	Parade Magazine
TX	Odessa	American	29,822	Parade Magazine
TX	Orange	Leader	8,882	USA Weekend

EXHIBIT 2

Newspapers in Parade and USA Weekend Magazine Networks

State	City	Newspaper	Circulation	Sunday Magazine
TX	Paris	News	12,250	Parade Magazine
TX	Plainview	Herald	7,012	USA Weekend
TX	Plano	Star Courier	19,325	USA Weekend
TX	Port Arthur	News	18,441	USA Weekend
TX	San Angelo	Standard-Times	34,899	Parade Magazine
TX	San Antonio	Express-News	362,352	Parade Magazine
TX	Sherman	Herald Democrat	24,829	USA Weekend
TX	Temple	Daily Telegram	25,392	Parade Magazine
TX	Texarkana	Gazette	35,052	USA Weekend
TX	Texas City	Sun	6,327	USA Weekend
TX	Victoria	Advocate	40,025	Parade Magazine
TX	Waco	Tribune-Herald	51,519	Parade Magazine
TX	Wichita Falls	Times Record News	40,141	Parade Magazine
UT	Logan	Herald Journal	14,683	Parade Magazine
UT	Ogden	Standard-Examiner	68,167	USA Weekend
UT	Provo	Herald	31,726	USA Weekend
UT	Salt Lake City	Tribune & Deseret News	231,035	Parade Magazine
UT	St. George	Spectrum	22,879	USA Weekend
VA	Alexandria	Journal	5,792	USA Weekend
VA	Arlington	Journal	8,462	USA Weekend
VA	Bristol	Herald Courier	43,294	USA Weekend
VA	Charlottesville	Progress	34,592	USA Weekend
VA	Culpepper	Star-Exponent	7,200	USA Weekend
VA	Danville	Register & Bee	25,560	USA Weekend
VA	Fairfax	Journal	52,358	USA Weekend
VA	Fredericksburg	Free Lance-Star	46,214	USA Weekend
VA	Lynchburg	News & Advance	43,940	USA Weekend
VA	Martinsville	Bulletin	20,097	Parade Magazine
VA	Newport News- Hampton	Press	115,461	Parade Magazine
VA	Norfolk	Virginian-Pilot	231,845	Parade Magazine
VA	Petersburg	Progress-Index	18,200	Parade Magazine
VA	Richmond	Times-Dispatch	230,299	Parade Magazine
VA	Roanoke	Times	115,472	Parade Magazine
VA	Staunton	News Leader	21,355	USA Weekend
VA	Suffolk	News-Herald	5,630	USA Weekend
VA	Waynesboro	News-Virginian	8,107	USA Weekend
VA	Winchester	Star	25,184	USA Weekend
VA	Woodbridge	Potomac News	20,723	USA Weekend
VT	Barre-Montpelier	Times-Argus	12,260	Parade Magazine
VT	Bennington	Banner	7,927	USA Weekend
VT	Brattleboro	Reformer	12,212	USA Weekend
VT	Burlington	Free Press	60,265	USA Weekend
VT	Rutland	Herald	22,217	Parade Magazine
WA	Aberdeen	World	15,335	USA Weekend
WA	Bellevue	Eastside Journal	26,740	USA Weekend
WA	Bellingham	Herald	31,478	USA Weekend
WA	Bremerton	Sun	37,517	USA Weekend
WA	Everett	Herald	61,433	USA Weekend
WA	Kent-Renton-Auburn	South County Journal	23,692	USA Weekend
WA	Longview	Daily News	21,790	Parade Magazine
WA	Mt. Vernon	Skagit Valley Herald	19,853	USA Weekend
WA	Olympia	Olympian	44,670	USA Weekend
WA	Pasco-Kennewick-Richland	Tri-City Herald	44,584	Parade Magazine
WA	Port Angeles	Peninsula News	17,388	USA Weekend
WA	Seattle	Times/Post-Intelligencer	482,978	Parade Magazine
WA	Spokane	Spokesman-Review	135,111	Parade Magazine
WA	Tacoma	News Tribune	145,957	USA Weekend
WA	Vancouver	Columbian	63,270	USA Weekend
WA	Walla Walla	Union Bulletin	15,642	USA Weekend

EXHIBIT 2**Newspapers in Parade and USA Weekend Magazine Networks**

State	City	Newspaper	Circulation	Sunday Magazine
WA	Wenatchee	<i>World</i>	27,319	USA Weekend
WA	Yakima	<i>Herald-Republic</i>	40,735	Parade Magazine
WI	Appleton-Neenah- Menasha	<i>Post-Crescent</i>	72,976	USA Weekend
WI	Beaver Dam	<i>Citizen</i>	12,442	USA Weekend
WI	Eau Claire	<i>Leader-Telegram</i>	33,871	USA Weekend
WI	Fond du Lac	<i>Reporter</i>	19,982	USA Weekend
WI	Green Bay	<i>Press-Gazette</i>	64,924	USA Weekend
WI	Janesville	<i>Gazette</i>	27,447	USA Weekend
WI	Kenosha	<i>News</i>	28,363	Parade Magazine
WI	La Crosse	<i>Tribune</i>	40,058	Parade Magazine
WI	Madison	<i>Wisconsin State Journal</i>	155,823	Parade Magazine
WI	Manitowic-Two Rivers	<i>Herald Times Reporter</i>	17,475	USA Weekend
WI	Milwaukee	<i>Journal Sentinel</i>	443,411	Parade Magazine
WI	Monroe	<i>Times</i>	5,295	USA Weekend
WI	Oshkosh	<i>Northwestern</i>	27,006	USA Weekend
WI	Racine	<i>Journal Times</i>	29,773	Parade Magazine
WI	Rhineland	<i>News</i>	5,115	USA Weekend
WI	Sheboygan	<i>Press</i>	28,678	USA Weekend
WI	Stevens Point	<i>Journal</i>	43,461	USA Weekend
WI	Superior-Ashland	<i>Telegram & Press</i>	9,000	USA Weekend
WI	Watertown	<i>Times</i>	9,517	USA Weekend
WI	Waukesha	<i>Freeman</i>	16,282	USA Weekend
WI	Wausau-Merill	<i>Herald</i>	29,932	USA Weekend
WI	West Bend	<i>News</i>	9,889	USA Weekend
WV	Beckley	<i>Register/Herald</i>	31,611	USA Weekend
WV	Bluefield	<i>Telegraph</i>	23,013	USA Weekend
WV	Charleston	<i>Gazette Mail</i>	93,729	Parade Magazine
WV	Charleston	<i>Mail</i>	38,152	USA Weekend
WV	Clarksburg	<i>Exponent Telegram</i>	20,037	Parade Magazine
WV	Elkins	<i>Inter-Mountain</i>	10,605	USA Weekend
WV	Fairmont	<i>Times West Virginian</i>	13,231	Parade Magazine
WV	Huntington	<i>Herald-Dispatch</i>	41,041	USA Weekend
WV	Martinsburg	<i>Journal</i>	20,755	Parade Magazine
WV	Morgantown	<i>The Dominion Post</i>	24,307	Parade Magazine
WV	Parkersburg	<i>News, Sentinel</i>	34,522	Parade Magazine
WV	Point Pleasant/Gallipolis	<i>Times-Sentinel/Register</i>	4,656	USA Weekend
WV	Wheeling	<i>Intelligencer/News Register</i>	42,970	Parade Magazine
WV	Williamson	<i>News</i>	8,245	Parade Magazine
WY	Casper	<i>Star-Tribune</i>	33,954	Parade Magazine
WY	Laramie	<i>Boomerang</i>	5,724	USA Weekend
WY	Rock Springs	<i>Rocket-Miner</i>	7,323	USA Weekend
TOTAL			59,520,450	

[†] *Ventura County Star* (CA) consists of the following three newspapers: *Simi Valley Enterprise*, *Thousand Oaks News-Chronicle*, and the *Ventura Star-Free Press*.

EXHIBIT 3

PRINT SELECTIONS

Business Week

- 44% of readers have read the magazine for the last 5 years
- Loyal readers (80% of readers read 3 or 4 of the last 4 issues)
- Readers spend an average of 96 minutes per issue

Forbes

- High income readers (average personal income is \$214,000)
- Highly educated readers (93% are college educated)
- Readers spend an average of 108 minutes per issue
- 84% of subscribers are employed in business, industry, or the professions
- Loyal readers (69% of readers read all of the last 4 issues)

Fortune

- Highly educated readers (83% are college educated and 51% have a postgraduate education)
- High income readers (average personal income is \$189,800)
- 94% of subscribers are employed in business, industry, or the professions
- Highest newsstand circulation among business publications

Money

- Specific editorial targeting individual investors
- Highly educated readers (78.6% have attended/graduated college)

National Geographic

- Unique bond between readers/members and the society
- Loyal readers (49.8% of readers read all of the last four issues)
- Readers spend an average of 63 minutes and 2.3 reading days per issue

Newsweek

- Second highest circulating news weekly
- Highly educated readers (73.1% have attended/graduated college)
- 35.3% of the audience are professionals/managers
- Skews male (55.9% of readers are men)

Parade

- Highest percentage of loyal readers (read all of the last four issues) and regular readers (reading at least three out of four issues) of any other mass reach magazine
- Appears in over 60% of all Sunday newspaper copies
- Highest circulation of any magazine
- Inserted in 337 newspapers nationally

EXHIBIT 3

PRINT SELECTIONS

People

- Delivers an affluent, professional audience
- Third highest reaching publication among Executives, Managers, and Administrators
- Fifth highest reaching publication among Adults 35+
- Skews female (65% of readers are female)

Reader's Digest

- Readers spend an average of 81 minutes and three reading days per issue
- Continues to build readership over 10 weeks
- 61% of the audience are loyal readers (read four out of four issues)

Sports Illustrated

- Passionate readers (95% of subscribers read SI within the first two days of arrival)
- Readers spend an average of 90 minutes per issue
- Skews heavily male (78.8% of readers are men)

Time

- Highest circulating news weekly
- Accumulates readership quickly
- Readers are 64% more likely than the average adult to be a college graduate

TV Guide

- Readers spend an average of 1 hour and 37 minutes per issue
- Loyal readers (79% of readers read 3 or 4 out of the last four issues)

USA Weekend

- Provides coverage in newspapers and areas not covered by Parade
- Large circulation and readership
- Inserted in 591 newspapers nationally

If You Are or Were A Resident of Libby, Montana, Your Rights May Be Affected By This W. R. Grace Bankruptcy Notice

Claims for Asbestos Property Damage and Medical Monitoring Must be Filed by Month Date, Year 2002

W. R. Grace, its predecessors, subsidiaries, and other related entities ("Grace") have filed for protection under Chapter 11 of the U.S. Bankruptcy Code. The Bankruptcy Court has ordered that all individuals and entities with Asbestos Property Claims and Medical Monitoring Claims must file these claims on or before Month, Date 2002.

Who is Affected by this Notice?

Individuals who currently live or previously lived in proximity to Grace's Libby Montana mine may have Asbestos Property Damage Claims and/or Medical Monitoring Claims. Entities with property in proximity to the Libby mine may have Asbestos Property Damage Claims.

Asbestos Property Damage Claimants

Individuals or entities may have Asbestos Property Damage Claims as a result of asbestos from Grace's vermiculite penetrating homes or property. Asbestos Property Damage Claims include, among other claims, the cost of removal, the diminution of property value or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed or sold by Grace.

Medical Monitoring Claimants

Medical Monitoring Claimants are individuals who may have had significant exposure to Grace vermiculite or asbestos products but do not have diagnosed asbestos personal injuries. Because of exposure to vermiculite, which may contain naturally occurring asbestos, Medical Monitoring Claimants may require medical examination or testing to detect possible future injury.

How do I File a Claim?

To preserve your claim, you must file the appropriate Proof of Claim Form with the Claims Agent so that it is received by Month, Date, 2002. Failure to file a Proof of Claim Form by the Bar Date may result in your claim not being considered for payment.

This is a Summary Notice only. For complete information, including the Claims Bar Date Notice, Proof of Claim Forms, instructions for filing a claim, a list of Grace vermiculite and asbestos-containing products, and a list of Grace entities, call the toll free number or visit the website listed below, or write to Claims Agent, Re: W. R. Grace, P.O. Box xxx, City, State, Zip.

1-800-000-0000 or visit www.xxxx.com

If You Own or Operate a Commercial, Residential or Public Building Constructed With Asbestos-Containing Products You May Have a Claim in the W. R. Grace Bankruptcy

Claims Must be Filed by Month Day, 2002

W. R. Grace, its predecessors, subsidiaries, and other related entities ("Grace") have filed for protection under Chapter 11 of the U.S. Bankruptcy Code. The Bankruptcy Court has ordered that all individuals and entities with Asbestos Property Claims against Grace must file these claims on or before Month, Date 2002.

Who is Affected by this Notice?

Asbestos Property Damage Claimants

Individuals and entities that own or manage commercial, public and high-rise residential buildings that have asbestos-containing products may be affected including schools, hotels, government buildings, theaters, airports, churches, and other public facilities.

Asbestos Property Damage Claims include, among other claims, the cost of removal, the diminution of property value or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed, or sold by Grace.

What Types of Products are Involved?

Grace Asbestos-Containing Products

Grace produced and marketed vermiculite products containing added asbestos primarily to the commercial construction industry. From 1959 to 1973, Grace marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-applied fireproofing

product used to provide fire protection for the enclosed steel structures of large buildings. Other Grace products included Zonolite Acoustical Plastic, and other acoustical plasters and texture products used primarily on interior ceilings and walls.

Grace Vermiculite Products

Grace mined, produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. The products were sold to the building construction, agricultural/horticultural and consumer markets. These products included Monokote Fireproofing, Zonolite Concrete Roof Decks and Zonolite Masonry Insulation.

How Do I File a Claim?

To preserve your claim, you must file the appropriate Proof of Claim Form with the Claims Agent so that it is received by Month, Date, 2002. Failure to file a Proof of Claim Form by the Bar Date may result in your claim not being considered for payment.

This is a Summary Notice only. For complete information including the Claims Bar Date Notice, Proof of Claim Forms, instructions for filing a claim, a list of Grace asbestos-containing products, and a list of Grace entities write to: Claims Agent, Re: W. R. Grace , P.O. Box xxx, City, State, Zip or call:

1-800-888-8888 or visit www.xxxxxxxxxx.com

EXHIBIT 6

TRADE PUBLICATIONS

CATEGORY	MEDIA NAME	CIRCULATION	MEDIA PROFILE
SCHOOLS, COLLEGES AND UNIVERSITY PUBLICATIONS	American School & University	63,059	Directed at business and facilities administrators in the nation's public and private schools colleges and universities. Covers the design construction remodeling maintenance and operations of educational facilities. Includes ideas on purchasing technology energy communications security and transportation.
	American School Board Journal	36,064	Publication chronicles change interprets issues and offers school board members school administrators and other educators practical advice on topics pertinent to school governance and management policy making student achievement and the art of school leadership. Regular features include education news updates on school law and education research and reviews of new publications.
	Business Officer	20,000	Official newsmagazine of the National Association of College and University Business Officers. Content includes industry and association news, a professional calendar, a report from NACUBO and topical features.
	Chronicle of Higher Education	95,808	Edited as the professional news source for faculty members, academic officers and senior administrative officers who run colleges and universities in the U.S., Canada and abroad. Covers news and trends affecting higher education and includes coverage of scholarships, information, technology, business and philanthropy, personal and professional news, government and political actions, listings of books, computer software, gifts and grants to colleges, appointments, academic meetings and a bulletin board.
	College Planning & Management	30,000	Edited for presidents, chief administrators and business officials and purchasing directors in junior colleges, colleges and universities. Reports and features provide unparalleled news covering education, construction, facilities, purchasing and technology for the educational market.
	Facilities Manager	5,000	Official publication of the Association of Higher Education Facilities Officers. Spotlights news and information in the industry.
	School Board News	20,000	Published for members of the National School Boards Association. Content focuses on promoting local leadership in education. Editorial provides legislation updates, innovative ideas being used to support education, grants and funding reports.

EXHIBIT 6

TRADE PUBLICATIONS

CATEGORY	MEDIA NAME	CIRCULATION	MEDIA PROFILE
SCHOOLS, COLLEGES AND UNIVERSITY PUBLICATIONS, CONT.	The School Administrator	25,000	Professional association of administrators and executives of school systems and educational service agencies, school district superintendents, central building and service unit administrators, presidents of colleges, deans and professors of educational administration, placement officers, executive directors and administrators of education associations, heads of private schools. Sponsors numerous professional development seminars annually through its National Academy for School Executives, dedicated to excellence in educational system leadership. Founded Educational Research Service. Maintains numerous standing and ad hoc committees.
	University Business	34,100	Designed to address the institutional challenges and concerns of college and university administrators, business officers and financial planners. Editorial content focuses on the management of higher education with emphasis on such topics as health care, research, funding and the costs and pressures of keeping institutions <u>technologically up-to-date</u> .
COMMERCIAL PROPERTY PUBLICATIONS	BOMA.org	17,500	Publication of the Building Owners and Managers Association International. Features business news on the commercial real estate industry, covers new products, industry forecasting trends, research and updates on local, regional and national legislative and <u>regulatory issues impacting the industry</u> .
	Building Operating Management	70,233	Written for building owners and facility managers in corporate and leased offices, educational, medical, government and retail markets. Editorial focus is on <u>technology updates, renovation and new construction trends and facility economics</u> .
	Buildings	57,004	Written for commercial/institutional building ownership and facilities management professionals. Covers achievement and strategies of industry players, building materials & their applications and patterns in the marketplace. Subjects include construction costs, building design, space planning, energy efficiency, fire safety, accessibility, environmental solutions, security, strategic facilities planning, staff management/training, legislative regulation and additional industry and professional concerns.
	Commercial Investment Real Estate	12,500	Written for commercial real estate brokers investors lenders consultants asset managers and allied professionals such as attorneys and accountants. Features articles on trends forecasts and how-to topics related to commercial real estate such as brokerage leasing financing environmental problems and taxation.

EXHIBIT 6

TRADE PUBLICATIONS

CATEGORY	MEDIA NAME	CIRCULATION	MEDIA PROFILE
COMMERCIAL PROPERTY PUBLICATIONS, CONT.	Commercial Property News	31,666	Provides comprehensive information to the commercial real estate industry. Editorial content features research and analysis of market trends, late-breaking news, deals and transactions, as well as profiles of people in the industry.
	Facility Management Journal	18,000	Official publication of the International Facility Management Association. Used as a comprehensive resource, this editorial material focuses on the industry's legislative, economic and financial trends with special emphasis on developments in technology industry news and practical solutions and applications.
	Facility Manager	3,500	Edited for the managers of public facilities such as auditoriums, stadiums, arenas, convention centers and exhibit halls with latest industry news and trend information. Regular features include case studies, interviews, problems and solutions, survey of leadership in related product and service industries, as well as analysis of pertinent legislation and marketing trends.
	Journal of Property Management	20,000	Created as the official publication of the Institute of Real Estate Management. Editorial highlights are geared to management personnel in various types of properties including apartment buildings, office buildings, shopping centers and industrial plants and parks. Topics include rehabilitation, business operations, taxation, legislation, leasing, technology, marketing and maintenance.
	Maintenance Solutions	35,091	Written for engineering and maintenance executives responsible for engineered systems maintenance physical maintenance grounds care and housekeeping management in commercial and industrial buildings such as educational institutions hospitals and health care facilities. Includes how-to articles product information and timely coverage of critical maintenance and management concerns.
	National Real Estate Investor	34,412	Published to provide in-depth coverage of the financing, investment, management, development and leasing of commercial real estate to executives in the commercial real estate industry. Each issue delivers a combination of timely features, company profiles, property-specific news, departments city/area reviews and columns from industry experts.

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TRADE PUBLICATIONS

CATEGORY	MEDIA NAME	CIRCULATION	MEDIA PROFILE
FEDERAL, STATE AND LOCAL GOVERNMENT PUBLICATIONS	County News	29,000	Official publication of the National Association of Counties (NACo). Elected and appointed county governing officials at management or policy level. Provides research for county officials and represents them at national level. Compiles statistics.
	Governing	86,284	Edited for elected and appointed city officials in the United States. Coverage includes news about how national developments will affect cities and case studies on how cities are solving problems.
	Government Executive	65,938	Written for federal government decision-making executives. Editorial content focuses on management of executive branch agencies and includes such topics as research development, information technology, management, outsourcing, pay, benefits, HR, travel, defense and administration security.
	Nation's Cities Weekly	33,000	Edited for elected and appointed city officials in the United States. Coverage includes news about how national developments will affect cities and case studies on how cities are solving problems.
	State Government News	16,000	Covers issues, events, policy and laws of interest to state officials.
HOSPITAL PUBLICATIONS	A H A News	21,000	Created by the American Hospital Association for hospital administrators and staff with an eye towards monitoring the changes and news uniquely affecting hospitals. Includes extensive coverage of legislative, regulatory and judicial developments while also providing news and information from the AHA.
	FacilityCare	33,000	Edited for health care facility managers responsible for planning, designing, constructing, maintaining or operating a safe environment for employees, patients and visitors. Features include product coverage, governmental regulations, industry standards and codes, emergency preparedness, air quality, monitoring hazardous waste handling, bloodborne pathogens, safety and security.
	Health Facilities Management	29,835	Edited for professionals who buy and specify products used in the operation, building and maintenance of health care facilities both inpatient and outpatient. Editorial covers building management, in health care construction, renovation, HVAC, building controls, changes in codes and standards interiors, security housekeeping and waste management. Includes updates on new products and technological developments.

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TRADE PUBLICATIONS

CATEGORY	MEDIA NAME	CIRCULATION	MEDIA PROFILE
HOSPITAL PUBLICATIONS, CONT.	Modern Healthcare	90,000	Written for hospital and health system executives as an industry-intensive news source. Editorial concentrates on issues news and trends affecting healthcare in the U.S. including finance integrated delivery systems technology politics labor managed care physician issues developments in federal and state government court rulings policy and regulation and marketing. Regular features discuss physician issues innovative strategies and studies future developments within this field and personnel updates.
HOTEL/HOSPITALITY PUBLICATIONS	Hotel and Motel Management	60,004	Edited for lodging personnel involved in corporate operations management purchasing food/beverage management housekeeping and maintenance sales/marketing and information systems as well as design specifiers security managers/directors and telecom managers. Editorial presents late breaking news business trends analysis new products marketing ideas operational tips on investments/finance technology food service government affairs security sales and marketing.
	Lodging	53,054	Written for the hotel and motel membership of the American Hotel and Motel Association. Covers management procedures changes general industry news new products national trends legislative developments and trade shows.
AIRPORT PUBLICATIONS	Airports	10,696	Written as the foremost authority for news and intelligence for airport executives their airline customers and suppliers. Content covers everything relating to the buying and operating decisions of civilian airports including how airports market their facilities finance expansion and cope with issues such as noise security and capacity. Regular sections report on Airport Improvement Program grants and business opportunities and contain traffic figures for large and regional airports worldwide.
CHURCH PUBLICATIONS	Church Business	21,700	Dedicated to helping church pastors and business administrators with their responsibilities including management and financial planning. Profiles churches around the country who are expanding their ministries. Updates readers on new church equipment financial matters audiovisual handbooks ideas for fundraising book excerpts architecture construction insurance and software.
	Your Church	150,000	Written to help those in the business of ministry. Includes feature articles on various practical topics related to managing a church: music and sound church furnishings transportation construction lighting and video finance and law and management.

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TRADE PUBLICATIONS

CATEGORY	MEDIA NAME	CIRCULATION	MEDIA PROFILE
MALL/SHOPPING CENTER PUBLICATIONS	Shopping Centers Today	39,069	Edited for persons involved in the development planning and management of shopping centers. Editorial materials concentrate on statistical analyses and updates new center developments. Regular issue highlights include reports on industry trends chain store activity information of center renovations existing centers with available space a new products section and a semi-annual services update.
MOVIE THEATER PUBLICATIONS	Box Office	9,000	Provides movie theater operators with national and local industry news. Features include movie theatre management and operation, industry trends, as well as film production and distribution. Provides movie previews and reviews, a title-indexed film digest, and profiles of celebrities and filmmakers.

TOTAL CIRCULATION **1,376,517**

EXHIBIT 7

**CANADIAN CITIES AND TOWNS WHERE W.R. GRACE MANUFACTURED
AND/OR SOLD ASBESTOS CONTAINING PRODUCTS FROM 1963 TO 1990**

Vancouver, British Columbia
Calgary, Alberta
Regina, Saskatchewan
Winnipeg, Manitoba
Saskatoon, Saskatchewan
Edmonton, Alberta
Ajax, Ontario (Toronto)
St. Thomas, Ontario (London)
Dartmouth, Nova Scotia (Halifax)

SALES OFFICES/WAREHOUSES
Victoria, British Columbia
Prince George, British Columbia
Oakville, Ontario (Toronto)
Montreal, Quebec
Toronto, Ontario
Scarborough, Ontario (Toronto)

EXHIBIT 8

FOR IMMEDIATE RELEASE

Month, Date 2001

CONTACT:

PHONE: (xxx) xxx-xxxx

**Court Orders Asbestos Property Damage Claims
and Other Claims Must be Filed in the
W.R. Grace Bankruptcy**

- Except Asbestos Personal Injury Claims

Columbia, MD, Month _____, 2002 – The United States Bankruptcy Court for the District of Delaware has set a Bar Date for all claims except Asbestos Personal Injury Claims to be filed in the W.R. Grace Bankruptcy. W.R. Grace, its predecessors, subsidiaries, and other related entities ("Grace") filed for protection under Chapter 11 of the U.S. Bankruptcy Code on April 2, 2001. To preserve a claim against Grace all individuals and entities with Asbestos Property Damage Claims or certain Other Claims, including trade and Medical Monitoring Claims, must file these claims on or before Month Date, 2002.

Asbestos Property Damage Claims are claims for the cost of removal, diminution of property value, or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, processed, or sold by Grace. Grace produced and marketed vermiculite products containing added asbestos for use primarily in commercial, public and high-rise residential buildings. From 1959 to 1973, Grace marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-applied, fireproofing product used to provide fire protection for the enclosed steel beams of large buildings. Other Grace products included Zonolite Acoustical Plastic and other acoustical plaster and texture products used primarily on interior ceilings and walls.

Grace mined, produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. The products were sold to the building

EXHIBIT 8

construction, agricultural/horticultural and consumer markets. These products included Monokote Fireproofing, Zonolite Concrete Roof Decks and Zonolite Masonry Insulation.

Other Claims are claims against W. R. Grace other than Asbestos Personal Injury Claims. These include general unsecured trade claims, contract claims, environmental claims, and Medical Monitoring Claims, which allege no current personal injury, but significant exposure to Grace asbestos or vermiculite products requiring the Claimant to be medically examined or tested to detect possible future injury.

For complete information, including a Claims Bar Date Notice, Proof of Claim Forms and instructions for filing a claim, call 1-800-xxx-xxxx, visits the www.xxxxx.com, or write to Claims Agent, Re: W.R. Grace, P.O. Box XXX, City, State, Zip.

Grace Debtors include: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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EXHIBIT 9

FOR IMMEDIATE RELEASE

Month, Date 2001

CONTACT:

PHONE: (xxx) xxx-xxxx

**Court Sets Date by which Asbestos Property
Damage Claims and Medical Monitoring Claims
Must Be Filed in the W.R. Grace Bankruptcy**

Current and Former Residents of Libby Montana Affected

Columbia, MD, Month _____, 2002 – The United States Bankruptcy Court for the District of Delaware has set a Bar Date for the filing of Asbestos Property Damage Claims and Medical Monitoring Claims to be filed in the W.R. Grace Bankruptcy. W.R. Grace, its predecessors, subsidiaries, and other related entities ("Grace") filed for protection under Chapter 11 of the U.S. Bankruptcy Code on April 2, 2001. To preserve a claim against Grace all individuals and entities with Asbestos Property Damage Claims, Medical Monitoring Claims, and Other Claims, except Asbestos Personal Injury Claims, must file these claims on or before Month Date, 2002.

Individuals who currently live or previously lived in proximity to Grace's Libby Montana mine may have Asbestos Property Damage Claims and/or Medical Monitoring Claims. Entities with property in proximity to the Libby mine may have Asbestos Property Damage Claims.

Asbestos Property Damage Claimants

Individuals or entities may have asbestos property damage as result of asbestos from Grace's vermiculite penetrating homes or property. Asbestos Property Damage Claims include, among other claims, the cost of removal, the diminution of property value or economic loss, etc., caused by asbestos in products manufactured by Grace or from vermiculite mined, milled, or processed by Grace.

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Medical Monitoring Claimants

Medical Monitoring Claimants are individuals who may have had significant exposure to Grace vermiculite or asbestos products but do not have diagnosed asbestos personal injuries. Because of exposure to vermiculite, which may contain naturally occurring asbestos, Medical Monitoring Claimants may require medical examination or testing to detect possible future injury.

For complete information, including a Claims Bar Date Notice, Proof of Claim Forms and instructions for filing a claim, call 1-800-xxx-xxxx, visits the www.xxxxx.com, or write to Claims Agent, Re: W.R. Grace, P.O. Box XXX, City, State, Zip.

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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
)
)

CLAIMS BAR DATE NOTICE

PLEASE TAKE NOTICE THAT on _____, 2002 the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware (the "Court"), having jurisdiction over the Chapter 11 cases of W. R. Grace & Co. and certain of its affiliates (collectively, the "Debtors" or "Grace") entered an Order As to All Non-Asbestos Claims, Asbestos Property Damage Claims and Medical Monitoring Claims: (I) Approving Case Management Schedule, (II) Establishing Bar Date, (III) Approving Proof Of Claim Forms and (IV) Approving Notice Program ("Bar Date Order") which, among other things, sets a Bar Date for filing proofs of claim against the Debtors, for Non-Asbestos Claims,

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Asbestos Property Damage Claims and Medical Monitoring Claims, as defined on Exhibit 1 attached.

Under the Bar Date Order, the Court established the following Bar Date:

_____, 2002 at 4:00 p.m. Eastern Time as the last day and time for all persons and entities, including without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit who have **Claims**, including **pre-petition** Non-Asbestos Claims and **present** Asbestos Property Damage Claims or Medical Monitoring Claims against any of the Debtors or their predecessors-in-interest, to file proofs of claim.

A copy of the Bar Date Order setting the Bar Date is enclosed.

1. WHO MUST FILE A PROOF OF CLAIM

On April 2, 2001 (the "Petition Date"), each of the Debtors commenced a case under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code.")

You MUST file a Proof of Claim if you have a **CLAIM** against the Debtors including but not limited to any **pre-petition** Non-Asbestos Claim or any **present** Asbestos Property Damage Claim or Medical Monitoring Claim as defined in Exhibit 1. Any person or entity having such a claim against the Debtors must file a Proof of Claim on or before the Bar Date, using the applicable Proof of Claim form approved by the Court.

The Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims as defined in Exhibit 1. Asbestos Personal Injury Claims, Settled Asbestos Claims and Zonolite Attic Insulation Claims will be subject to a separate claim submission process and should not be filed at this time.

The Bar Date does apply to derivative asbestos claims and asbestos-related claims for contribution, indemnity, reimbursement or subrogation. The Bar Date also applies to personal injury and/or wrongful death claims which are not asbestos-related.

IN THE EVENT THAT PRIOR TO THE BAR DATE YOU FILED A PROOF OF CLAIM FOR AN ASBESTOS PROPERTY DAMAGE CLAIM OR MEDICAL MONITORING CLAIM USING OFFICIAL FORM 10 OR ANY OTHER PROOF OF CLAIM FORM, YOU MUST REFILE YOUR CLAIM ON THE APPROPRIATE SPECIALIZED COURT-APPROVED PROOF OF CLAIM FORM ON OR BEFORE THE BAR DATE OR YOUR CLAIM SHALL BE BARRED AND DISALLOWED.

In the event that prior to the Bar Date you filed a proof of claim for any claim **other than** an Asbestos Property Damage Claim or Medical Monitoring Claim using Official Form 10 or any other proof of claim form, you do **not** need to refile your claim on the appropriate specialized court-approved proof of claim form on or before the Bar Date so long as you identified the appropriate Debtor against which your claim is asserted in your proof of claim form.

Under Section 101(5) of the Bankruptcy Code and as used in this notice, the word "claim" means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. Because of this broad definition, acts or omissions of the Debtors that occurred before the Debtors filed their Chapter 11 cases on April 2, 2001 may give rise to claims against them notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Therefore, any creditor having a claim against the Debtors, no matter how remote or contingent, must file a proof of claim before the Bar Date.

As outlined herein, you must file a claim if you have a **PRE-PETITION** Non-Asbestos Claim or any **PRESENT** Asbestos Property Damage Claim or Medical Monitoring Claim as defined in Exhibit 1. A **PRE-PETITION** claim is a claim as of the time **IMMEDIATELY PRECEDING THE COMMENCEMENT OF THE CHAPTER 11 CASES ON APRIL 2, 2001**. A **PRESENT** claim is a claim as of the time **IMMEDIATELY PRECEDING THE BAR DATE**.

2. **WHO DOES NOT NEED TO FILE A PROOF OF CLAIM**

The Bar Date and the need to file a Proof of Claim applies only to holders of pre-petition Non-Asbestos Claims against the Debtors and holders of present Asbestos Property Damage Claims and Medical Monitoring Claims against the Debtors. You do not need to file a proof of claim if you have any of the following types of claims:

- A. **An Asbestos Personal Injury Claim, Settled Asbestos Claim or Zonolite Attic Insulation Claim;**
- B. A claim that (i) is listed on the Debtors' Schedules (as defined below), (ii) is not described in the Schedules as "disputed," "contingent," or "unliquidated," and (iii) is in the same amount and of the same classification as set forth in the Schedules;
- C. An administrative expense of any of the Debtors' Chapter 11 cases as defined in Sections 503(b) or 507(a) of the Bankruptcy Code as including the actual, necessary costs and expenses of preserving the estate;
- D. A claim of a Debtor or a subsidiary of a Debtor against another Debtor or another subsidiary of a Debtor;
- E. A claim that has been allowed by an order of the Court entered on or before the Bar Date;
- F. A claim of a present or former employee of the Debtors who is currently receiving, currently has the right to receive, or may in the future have a right to elect to receive, benefits under a state-mandated workers' compensation system on

account of any personal injury claims. *However, any claims held by former or current employees that may be asserted directly against the Debtors outside of a state workers' compensation system including, but not limited to, claims for pre-petition wages, salaries and benefits and deferred compensation, if any, are subject to the Bar Date and such employees who want to preserve their right, if any, to assert a claim directly against the Debtors outside of a state workers' compensation system must file a Proof of Claim by the Bar Date in order to preserve such claim or be forever barred from asserting such claim;*

- G. The Chase Manhattan Bank, n/k/a JP Morgan Chase, in its capacity as administrative agent for the Banks and Purchasing Banks which are parties to one or both of the two \$250 million unsecured revolving credit facilities, namely: (i) the Credit Agreement dated as of May 14, 1998, and (ii) the 364-Day Credit Agreement dated as of May 5, 1999, as each may have been amended or supplemented (collectively, the "Pre-Petition Facilities") may file proofs of claim in respect of claims for principal, interest and other amounts that arise under the two Pre-Petition Facilities on behalf of the Banks and Purchasing Banks for which it acts in lieu of or in addition to any individual proofs of claim filed by such debtholders and, accordingly, such Banks and Purchasing Banks need not file proofs of claim asserting such claims; provided, however, that such debtholders must file individual claims against the Debtors for all other claims they seek to assert against the Debtors; and
- H. Any holder of an interest in the Debtors arising solely from its ownership of the common stock or other equity securities of the Debtors need not file a proof of interest, but must file a proof of claim for any claim they have against the Debtors.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS OR IF THE CLAIM YOU HELD AGAINST THE DEBTORS HAS BEEN PAID IN FULL.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE YOU HAVE A CLAIM.

3. ASBESTOS PERSONAL INJURY CLAIMS, ZONOLITE ATTIC INSULATION CLAIMS

The Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims. Asbestos Personal Injury Claims, Settled Asbestos Claims and Zonolite Attic Insulation Claims will be subject to a separate claims process, to be established by the Court, and should not be filed at this time.

4. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a proof of claim on or before the later of (a) 30 days after service of

an order of the Court approving such rejection or 30 days after service of notice of such rejection, if such rejection occurs by expiration of time fixed by the Court, or (b) the Bar Date.

5. WHEN AND WHERE TO FILE

To file a claim, do the following:

- *File the claim on the appropriate Court-ordered Proof of Claim Form, a copy of which is enclosed with this notice.*
- *For additional copies of the Proof of Claim Form:*
 - Contact Rust Consulting, Inc., the Claims Processing Agent, toll-free at **1-800-432-1909**, 9:00 a.m. - 4:00 p.m., Eastern Time, Monday through Friday. Claimants will not be charged for this call.
 - Visit the Grace chapter 11 website at [insert website] to request a *Proof of Claim Form* and instructions for completing the *Proof of Claim Form*.
- *For ALL CLAIMS, return the completed Proof of Claim Form(s) to the Claims Processing Agent by no later than _____, 2002 at 4:00 p.m. Eastern Time.*
- *Proof of Claim Forms will be deemed filed only when actually received by the Claims Processing Agent. Proof of Claim Forms submitted by facsimile, telecopy or other electronic transmission will not be accepted and will not be deemed filed. If you are returning the Proof of Claim Form by mail, allow sufficient mailing time so that the Proof of Claim Form is received on or before the Bar Date. Proof of Claim Forms that are postmarked before that date but are received thereafter will be considered late.*
- *Proof of Claim Forms must be mailed, filed in person, or hand delivered so as to be received on or before the Bar Date at the following address:*

If mailed, to:

Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
P.O. Box 1619
Faribault, MN 55021-1619

If hand delivered, to:

Rust Consulting, Inc.
Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
201 S. Lyndale Avenue
Faribault, MN 55021

(between the hours of 9:00 a.m. and 4:00 p.m., Eastern Time, on business days).

- Proof of Claim Forms *will be deemed filed only when actually received at the address indicated above. You must include all attachments and exhibits with each Proof of Claim and the claim form must be signed by the claimant.*
- *Do not file or send copies of the Proof of Claim to the Debtors, counsel for the Debtors, the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Asbestos Property Damage Claimants, the Official Committee of Equity Security Holders, or such Committees' counsel. Upon receipt of your claim, the Claims Processing Agent will send an acknowledgment card with the appropriate claim number noted thereon.*

6. WHAT TO FILE

If you file a Proof of Claim, you must use the appropriate court-ordered Proof of Claim form supplied with this notice. If you are filing a Proof of Claim for an Asbestos Property Damage Claim, use the Proof of Claim form entitled "Grace Asbestos Property Damage Proof of Claim Form". If you are filing a Proof of Claim for a Medical Monitoring Claim, use the Proof of Claim form entitled "Asbestos Medical Monitoring Proof of Claim Form." If you are filing a Proof of Claim for any other claim subject to the Bar Date outlined herein, use the Proof of Claim form entitled "Grace Non-Asbestos Proof of Claim Form."

If you file a proof of claim, your filed proof of claim must (i) be written in English, (ii) be denominated in lawful currency of the United States, and (iii) indicate the Debtor against which you are asserting a claim.

IF YOU HAVE A CLAIM AGAINST MORE THAN ONE OF THE DEBTORS YOU MUST FILE A SEPARATE PROOF OF CLAIM ASSERTING EACH SUCH CLAIM AGAINST THE APPROPRIATE DEBTOR.

7. PRODUCT INFORMATION

For your information and assistance in completing the Asbestos Property Damage Claim Form, the Debtors mined vermiculite and produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. Grace also produced and marketed vermiculite products containing added asbestos for use primarily in commercial, public and high-rise residential buildings. These products included ceiling and wall finishes, plasters, and cements. In addition, from 1959 to 1973, Grace or its predecessor marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-on fireproofing plaster used to provide fire protection for the enclosed steel beams in such buildings. A list of the brand names under which the Debtors manufactured products that may have contained commercially added asbestos is attached as Exhibit 2.

8. CLAIMS AGAINST MULTIPLE DEBTORS/OTHER NAMES

If you assert claims against more than one Debtor, you must file a separate Proof of Claim Form against each applicable Debtor. The case number of each Debtor is listed on the

attached Exhibit 1 and the General Instructions for filing Proof of Claim Forms. If you file a single Proof of Claim Form asserting a claim against more than one Debtor, your claim will be deemed to have been filed against the first Debtor identified only. All additional identified Debtors will be disregarded.

If you believe you have a claim against the Debtors' estates but you are not sure which Debtor to assert your claim against, attached as part of Exhibit 1 to this Bar Date Notice is also a list of "other names" used by the Debtors' main operating entity, W. R. Grace & Co. - Conn., case no. 01-1179. Any Claims you wish to assert against one of these "other names" should be filed against W. R. Grace & Co. - Conn.

If you need additional Proof of Claim Form(s), you may obtain additional forms by: (a) calling the Claims Processing Agent toll free at 1-800-432-1909; or (b) requesting such forms via the website at [insert website].

9. EFFECT OF NOT FILING A CLAIM

ANY HOLDER OF A NON-ASBESTOS CLAIM, ASBESTOS PROPERTY DAMAGE CLAIM OR MEDICAL MONITORING CLAIM WHO IS REQUIRED TO FILE A PROOF OF CLAIM AND USE A COURT APPROVED PROOF OF CLAIM FORM AND WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE FOR ANY CLAIMS SUCH CLAIMANT HOLDS AGAINST ANY OF THE DEBTORS OR THEIR PREDECESSORS-IN-INTEREST, INSURANCE CARRIERS OR THE DEBTORS' PROPERTY, **SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING ANY SUCH CLAIMS (OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIMS) AGAINST ANY OF THE DEBTORS, THEIR PROPERTY OR THEIR ESTATES.** IF ANY SUCH CLAIMS ARE SO BARRED, EACH OF THE DEBTORS AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ALL INDEBTEDNESS AND LIABILITIES WITH RESPECT TO SUCH CLAIMS AND THE HOLDERS OF SUCH CLAIMS SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION OR RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIMS, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIMS OR REGARDING THESE CHAPTER 11 CASES. *As noted above, present or former employees of the Debtors receiving or having a right to elect to receive workers' compensation benefits on account of asbestos exposure do not need to file a Proof of Claim to preserve such benefit but must file a Proof of Claim if they seek to preserve a right to proceed against the Debtors in respect of all Non-Asbestos Claims.*

10. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one of more Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").

Copies of the Schedules may be examined by interested parties between the hours of 9:00 a.m. and 4:00 p.m., Eastern Time, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, Sixth Floor, 824 Market Street,

Wilmington, Delaware 19801 or you may request a copy of the portion of the Schedules that pertains to your claim from the Claims Processing Agent at P.O. Box 1619, Faribault, MN 55021-1619.

11. QUESTIONS REGARDING COMPLETION OF PROOF OF CLAIM FORM

If you have any questions concerning whether or not you need to file a Proof of Claim, you should consult your attorney. If you have questions concerning how to complete a *Proof of Claim Form* or for additional information regarding this Notice or to obtain a *Proof of Claim Form*, contact the **Claims Processing Agent** toll-free at **1-800-432-1909** between 9:00 a.m. and 4:00 p.m. (Eastern Time), Monday through Friday, or write to: **Claims Processing Agent, Re: W. R. Grace & Co. Bankruptcy, P.O. Box 1619, Faribault, MN 55021-1619**. You may also request a *Proof of Claim Form* and instructions via Grace's chapter 11 website, at [insert website].

BY ORDER OF THE COURT

The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

DEFINITIONS OF CLAIMS SUBJECT TO BAR DATE

The Bar Date shall apply to persons and entities having claims within section 101(5) of the Bankruptcy Code against any or all of the following entities or their predecessors-in-interest: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), case no. 01-1139, W. R. Grace & Co.-Conn., case no. 01-1179, A-1 Bit & Tool Co., Inc., case no. 01-1140, Alewife Boston Ltd., case no. 01-1141, Alewife Land Corporation, case no. 01-1142, Amicon, Inc., case no. 01-1143, CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), case no. 01-1144, CCHP, Inc., case no. 01-1145, Coalgrace, Inc., case no. 01-1146, Coalgrace II, Inc., case no. 01-1147, Creative Food 'N Fun Company, case no. 01-1148, Darex Puerto Rico, Inc., case no. 01-1149, Del Taco Restaurants, Inc., case no. 01-1150, Dewey and Almy, LLC (f/k/a Dewey and Almy Company), case no. 01-1151, Ecarg, Inc., case no. 01-1152, Five Alewife Boston Ltd., case no. 01-1153, G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), case no. 01-1154, G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), case no. 01-1155, GEC Management Corporation, case no. 01-1156, GN Holdings, Inc., case no. 01-1157, GPC Thomasville Corp., case no. 01-1158, Gloucester New Communities Company, Inc., case no. 01-1159, Grace A-B Inc., case no. 01-1160, Grace A-B II Inc., case no. 01-1161, Grace Chemical Company of Cuba, case no. 01-1162, Grace Culinary Systems, Inc., case no. 01-1163, Grace Drilling Company, case no. 01-1164, Grace Energy Corporation, case no. 01-1165, Grace Environmental, Inc., case no. 01-1166, Grace Europe, Inc., case no. 01-1167, Grace H-G Inc., case no. 01-1168, Grace H-G II Inc., case no. 01-1169, Grace Hotel Services Corporation, case no. 01-1170, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), case no. 01-1171, Grace Offshore Company, case no. 01-1172, Grace PAR Corporation, case no. 01-1173, Grace Petroleum Libya Incorporated, case no. 01-1174, Grace Tarpon Investors, Inc., case no. 01-1175, Grace Ventures Corp., case no. 01-1176, Grace Washington, Inc., case no. 01-1177, W. R. Grace Capital Corporation, case no. 01-1178, W. R. Grace Land Corporation, case no. 01-1180, Gracoal, Inc., case no. 01-1181, Gracoal II, Inc., case no. 01-1182, Guanica-Caribe Land Development Corporation, case no. 01-1183, Hanover Square Corporation, case no. 01-1184, Homco International, Inc., case no. 01-1185, Kootenai Development Company, case no. 01-1186, L B Realty, Inc., case no. 01-1187, Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), case no. 01-1188, Monolith Enterprises, Incorporated, case no. 01-1189, Monroe Street, Inc., case no. 01-1190, MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), case no. 01-1191, MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), case no. 01-1192, MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), case no. 01-1193, Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), case no. 01-1194, Southern Oil, Resin & Fiberglass, Inc., case no. 01-1195, Water Street Corporation, case no. 01-1196, Axial Basin Ranch Company, case no. 01-1197, CC Partners (f/k/a Cross Country Staffing), case no. 01-1198, Hayden-Gulch West Coal Company, case no. 01-1199, H-G Coal Company, case no. 01-1200, (herein collectively referred to as the "Debtors" or "Grace").

W. R. Grace & Co. - Conn. is the Debtors' main operating entity. Attached hereto is a list of "other names" used by W. R. Grace & Co. - Conn. in the last 6 years. If you assert a claim against any of these "other names", your claim should be filed against W. R. Grace & Co. - Conn., case no. 01-1179.

Non-Asbestos Claim: Non-Asbestos Claims are all other claims against the Debtors as of the time immediately preceding the commencement of the Chapter 11 cases on April 2, 2001 other than Asbestos Property Damage, Zonolite Attic Insulation, Asbestos Personal Injury, Settled Asbestos or Medical Monitoring Claims. More specifically, Non-Asbestos Claims are those claims against one or more of the Debtors, whether in the nature of or sounding in tort, contract, warranty or any other theory of law or equity for, relating to or arising by reason of, directly or indirectly, any injury, damage or economic loss caused or allegedly caused directly or indirectly by any of the Debtors or any products or materials manufactured, sold, supplied, produced, specified, selected, distributed or in any way marketed by one or more of the Debtors and arising or allegedly arising directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages. For purposes of the Bar Date, the defined term "Non-Asbestos Claim" is not intended to include those claims separately defined herein as (a) Asbestos Personal Injury Claims; (b) Asbestos Property Damage Claims; (c) Settled Asbestos Claims; (d) Zonolite Attic Insulation Claims; or (e) Medical Monitoring Claims.

Asbestos Property Damage Claim: Asbestos Property Damage Claims are claims as of the time immediately preceding the Bar Date that relate, for example, to the cost of removal, diminution of property value or economic loss caused by asbestos in products manufactured by the Debtors or from vermiculite mined, milled, or processed by the Debtors. More specifically, Asbestos Property Damage Claims are those claims against, or any debt, obligation or liability of, one or more of the Debtors, whether in the nature of or sounding in tort, contract, warranty or any other theory of law or equity for, relating to or arising by reason of, directly or indirectly, property damage, including, but not limited to, diminution in the value thereof, or environmental damage or economic loss caused or allegedly caused, directly or indirectly, by asbestos in products or materials, manufactured, sold, supplied, produced, specified, selected, distributed or in any way marketed by one or more of the Debtors or from vermiculite mined, milled, or processed by the Debtors and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages. For purposes of the Bar Date, the defined term "Asbestos Property Damage Claim" is not intended to include those claims separately defined herein as (a) Asbestos Personal Injury Claims; (b) Zonolite Attic Insulation Claims; (c) Settled Asbestos Claims; (d) Non-Asbestos Claims; or (e) Medical Monitoring Claims even though such claims may or may not arise directly or indirectly as a result of claims for property damage relating to asbestos or vermiculite.

Medical Monitoring Claim: Medical Monitoring Claims are those claims by or on behalf of those who have not as of the Bar Date suffered any personal injury but who are alleging that Grace wrongfully caused them to be significantly exposed to hazardous asbestos fibers, that this exposure significantly increased the claimant's risk of contracting a serious latent disease, that medical monitoring could reasonably be expected to result in early detection of the onset and mitigation of the severity of such disease, and that because of this exposure it is necessary for the claimant to be examined by a physician or receive medical testing more often than he or she otherwise would.

As outlined in the Claims Bar Date Notice, the Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims. Those claims will be subject to a separate claims submission process and should not be filed at this time. Those claims are defined as follows:

Asbestos Personal Injury Claim: Asbestos Personal Injury Claims are those claims involving personal injuries or damages related to exposure to asbestos containing products manufactured by the Debtors or exposure to vermiculite mined, milled or processed by the Debtors. More specifically, Asbestos Personal Injury Claims are those claims against one or more of the Debtors, whether in nature of or sounding in tort, contract, warranty or any other theory of law or equity for, relating to or arising by reason of, directly or indirectly, physical, emotional or other personal injuries or other damages caused, or allegedly caused, directly or indirectly, by the exposure to, asbestos containing products or materials manufactured, sold, supplied, produced, specified, selected, distributed or in any way marketed by one or more of the Debtors or by the exposure to vermiculite mined, milled or processed by the Debtors, and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory damages such as loss of consortium, medical monitoring, personal or bodily injury, wrongful death, survivorship, proximate, consequential, general and special damages and punitive damages. "Asbestos Personal Injury Claim" is not intended to include those claims separately defined herein as (a) Asbestos Property Damage Claims; (b) Zonolite Attic Insulation Claims; (c) Settled Asbestos Claims; (d) Non-Asbestos Claims; or (e) Medical Monitoring Claims even though such claims may or may not arise directly or indirectly as a result of exposure to asbestos or asbestos-containing products or the mining, milling or processing of vermiculite.

Settled Asbestos Claim: Settled Asbestos Claims are those Asbestos Personal Injury Claims against the Debtors for which the Claimant and one or more of the Debtors entered into a fully-effective and binding settlement agreement, for a liquidated amount, as of the commencement of the Debtors' chapter 11 cases on April 2, 2001, but for which the Claimant has yet to receive full payment. "Settled Asbestos Claim" is not intended to include those claims separately defined herein as (a) Asbestos Personal Injury Claims; (b) Asbestos Property Damage Claims; (c) Zonolite Attic Insulation Claims; (d) Non-Asbestos Claims; or (e) Medical Monitoring Claims even though such claims may or may not arise directly or indirectly as a result of exposure to asbestos or asbestos-containing products or the mining, milling or processing of vermiculite.

Zonolite Attic Insulation Claim: Zonolite Attic Insulation Claims are claims that relate, for example, to the cost of removal, diminution of property value or economic loss caused by the presence of Zonolite Attic Insulation manufactured by the Debtors. Zonolite Attic Insulation is a loose-fill, non-roll vermiculite home attic insulation, which may contain naturally occurring asbestos. It was sold from the 1920/1930s to 1984. Zonolite may have a glittery granular appearance. The granules are shaped like a small nugget and expanded like an accordion and may have a silvery, gold translucent or brownish cast. After years in the attic, however, the granules may darken to black or gray. Zonolite may be found underneath subsequently installed insulation of other types such as rolled fiberglass insulation. Zonolite Attic Insulation Claims are those claims against, or any debt, obligation or liability of, one or more of the Debtors, whether in the nature of or sounding in tort, contract, warranty or any other theory of law or equity, relating to or arising by reason of, directly or indirectly, property damage, including, but not limited to, diminution in the value thereof, or environmental damage or economic loss caused or allegedly caused, directly or indirectly, by the Zonolite Attic Insulation sold, supplied, produced, specified, selected, distributed or in any way marketed by one of the Debtors -- and arising or allegedly arising, directly or indirectly, from acts or omissions of one or more of the Debtors, including, but not limited to, all claims, debts, obligations or liabilities for compensatory and punitive damages. The defined term "Zonolite Attic Insulation Claim" is not intended to include those claims separately defined herein as (a) Asbestos Personal Injury Claims; (b) Asbestos

Property Damage Claims; (c) Settled Asbestos Claims; (d) Non-Asbestos Claims; or (e) Medical Monitoring Claims even though such claims may or may not arise directly or indirectly as a result of claims for property damage relating to Zonolite Attic Insulation.

Other Names Used by W. R. Grace & Co.-Conn. Case No. 01-1179 In Last 6 Years

ABS	Dearborn	Gracoal
ABS Specialty Genetics	Dearborn Chemicals	Harold's
Adtec	Del Taco, Inc.	Home Nutritional Services
Agracetus	Del Taco Restaurants	Homecare Division
Airmold	Dewey & Almy	Hotel Services Corporation
Ambrosia Chocolate	Dewey & Almy Chemicals	Huthnance
American Breeders Service	Dialysis Services Division	LB Realty
American Café	Diamonite	Las Brisas
Amicon	Duncan Lagnese & Assoc., Inc.	Las Brisas Restaurant
Amicon, Inc.	Emerson & Cuming	Lifechem, Inc.
Aquatec Chemical	Endura	Lighting Systems Internation
Assignment America	Environmental Litigation	Marine Culture Enterprises
Auragen	Management	Medalliance
Baker & Taylor	Erika, Inc.	Medical Products Division
Beltronix Systems, Inc.	Flex-Light	Merckens Chocolate
Camet	Formpac	Metreon
Canonie, Inc.	Geniva	Minico
Canonie Environmental Services	Gloucester New Communities Co.	Momolith Enterprises
Canonie Ventures	GN Holdings	Medalliance
Caswell Massey	Grace Biomedical	Medical Products Division
Century Café	Grace Biopesticides	Merckens Chocolate
CC Partners	Grace Bioremediation Technologies	Metreon
CCHP	Grace Cocoa	Minico
Chomerics	Grace Cocoa Associates, L.P.	Momolith Enterprises
Circe Biomedical	Grace Composite Materials	National Medical Care
Coast Café	Grace Construction Products	NMC
Colowyo Coal Company	Grace Container Products	PJ McKenzie's
Composite Materials	Grace Culinary Systems	Propal
Construction Products Division	Grace Davison	Protocare
Cormix	Grace Drilling	Reg
Creative Food And Fun	Grace Energy	Restaurant Enterprises Group
Crosfield Catalysts	Grace Healthcare	Remedium Group, Inc.
Cross Country Healthcare Personnel	Grace Hotel Services Corporation	Secret Harbor Bistro
Cross Country Healthcare Professionals	Grace Logistics Services	Sourgas
Cross Country Staffing	Grace Membrane Systems	Southern Flow Companies
Cryovac	Grace Microwave	Stantrans, Inc.
Cypress Packaging	Grace Packaging	STS
Darex	Grace Performance Chemicals	Support Transport Services
Darex Container Products	Grace Petroleum Company	Tec Systems
Darex Puerto Rico	Grace-Sierra	Veratex Corporation
Davison	Grace Specialty Businesses	Visiting Nurses
Davison Catalysts	Grace Specialty Polymers	
Davison Chemical	Grace Tec Systems	
Davison Silicas	Grace Transportation Services	
Dean & DeLuca	Grace Washington, Inc.	

A list of the brand names under which the Debtors manufactured or distributed products which may have contained commercially added asbestos, includes, but may not be limited to, the following:

- Ari-Zonolite Board Texture (1961 - 1964);
- Ari-Zonolite Natura
- Ari-Zonolite Oyster White
- Ari-Zonolite Nu-White
- Econo-White 65 and Econo-White 70 -- Econo-White Acoustical Texture; Econo-White Super White
- Hi-Sorb Acoustical Plaster (1966 - 1973) -- XX White Hi-Sorb; Oyster White Hi-Sorb
- Perlcoustic (1966 - 1973)
- Perltex Spray Surfaces (19 ?? - 1973) -- PlasterTex; Perltex Super-40 Spray Surfacer; Perltex Super-40; Gun Coat Spray Surfacer
- Perltex Super-40 Fog (19 ?? - 1973) -- Perltex Fog (Prior to 1968)
- Perltex Super-40 Perltex (19 ?? - 1973) -- Perltex Perlite; Super-40 Perlite
- Perltex Super-40 Polycoarse -- Perltex Polycoarse (Prior to 1988)
- Perltex Super-40 SAV (19 ?? - 1973) -- Perltex SAV; Super-40 SAV
- Prep-Coat #3; Prep-Coat #5
- Satin White
- Spra-Wyt a/k/a Spra-Wyt Finish, Spra-Wyt Acoustical, Spra-Wyt Acoustical Finish
- Vermiculite Acoustical Plaster; Vermiculite Acoustical Plastic
- Versakote -- Prep Coat #4
- Z-Tex (1958 - 1962) -- EX-Tex; Z-Tex 2; Z-Tex 2 Super White
- Zono-Coustic (1960-1973) -- Zono-Coustic 1; Zonocoustic 2; Zonocoustic 3; Zonocoustic Type Z; and Zonocoustic (MK2)
- Zonolite Acoustical Plaster (1945 - 1972) -- Zonolite Acoustical Plastic; Zonolite Board of Education Texture (1962 - 1963) -- Board of Education Hard Texture
- Zonolite Finish Coat (1956 - 1970) -- Decorator's White
- Zonolite Finish Coat (1961 - 1973) -- Decorator's White Extra Hard
- Zonolite Finishing Cement
- Zonolite High Temperature Insulating Cement (1938 - 1971) -- Hi Temp Insulating Cement; Zonolite Hi-Temperature Cement; Zonolite High Temperature Cement
- Zonolite Mono-Kote (MK-1) (1958 - 1962) -- Mono-Kote (generic name)
- Zonolite Mono-Kote 3 (MK-3) (1959 - 1973) -- Mono-Kote (generic name)
- Zonolite Spra-Insulation (1959 - 1973) -- Mono-Kote (MK-2)
- Zonolite Spra-Tex -- Regular (1955 - 1972) -- Zonolite Spra-Tex EH
- Zonolite Spra Tex -- Extra Hard (1961 - 1972)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
W. R. GRACE & CO., et al.,¹) Case No. 01-01139
Debtors.) (Jointly Administered)

CLAIMS BAR DATE NOTICE

PLEASE TAKE NOTICE THAT on April 22, 2002 the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware (the "Court"), having jurisdiction over the Chapter 11 cases of W. R. Grace & Co. and certain of its affiliates (collectively, the "Debtors" or "Grace") entered an Order As to All Non-Asbestos Claims, Asbestos Property Damage Claims and Medical Monitoring Claims: (I) Approving Case Management Schedule, (II) Establishing Bar Date, (III) Approving Proof Of Claim Forms and (IV) Approving Notice Program ("Bar Date Order") which, among other things, sets a Bar Date for filing proofs of claim against the Debtors, for Non-Asbestos Claims.

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darez Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, I.I.C (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc., Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Asbestos Property Damage Claims and Medical Monitoring Claims, as defined on Exhibit 1 attached.

Under the Bar Date Order, the Court established the following Bar Date:

March 31, 2002 at 4:00 p.m. Eastern Time as the last day and time for all persons and entities, including without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit who have **Claims**, including **pre-petition** Non-Asbestos Claims and **present** Asbestos Property Damage Claims or Medical Monitoring Claims against any of the Debtors or their predecessors-in-interest, to file proofs of claim.

A copy of the Bar Date Order setting the Bar Date is enclosed.

1. WHO MUST FILE A PROOF OF CLAIM

On April 2, 2001 (the "Petition Date"), each of the Debtors commenced a case under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code.")

You **MUST** file a Proof of Claim if you have a **CLAIM** against the Debtors including but not limited to any **pre-petition** Non-Asbestos Claim or any **present** Asbestos Property Damage Claim or Medical Monitoring Claim as defined in Exhibit 1. Any person or entity having such a claim against the Debtors must file a Proof of Claim on or before the Bar Date, using the applicable Proof of Claim form approved by the Court.

The Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims as defined in Exhibit 1. Asbestos Personal Injury Claims, Settled Asbestos Claims and Zonolite Attic Insulation Claims will be subject to a separate claim submission process and should not be filed at this time.

The Bar Date does apply to derivative asbestos claims and asbestos-related claims for contribution, indemnity, reimbursement or subrogation. The Bar Date also applies to personal injury and/or wrongful death claims which are not asbestos-related.

IN THE EVENT THAT PRIOR TO THE BAR DATE YOU FILED A PROOF OF CLAIM FOR AN ASBESTOS PROPERTY DAMAGE CLAIM OR MEDICAL MONITORING CLAIM USING OFFICIAL FORM 10 OR ANY OTHER PROOF OF CLAIM FORM, YOU MUST REFILE YOUR CLAIM ON THE APPROPRIATE SPECIALIZED COURT-APPROVED PROOF OF CLAIM FORM ON OR BEFORE THE BAR DATE OR YOUR CLAIM SHALL BE BARRED AND DISALLOWED.

In the event that prior to the Bar Date you filed a proof of claim for any claim **other than** an Asbestos Property Damage Claim or Medical Monitoring Claim using Official Form 10 or any other proof of claim form, you **do not** need to refile your claim on the appropriate specialized court-approved proof of claim form on or before the Bar Date so long as you identified the appropriate Debtor against which your claim is asserted in your proof of claim form.

Under Section 101(5) of the Bankruptcy Code and as used in this notice, the word "claim" means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. Because of this broad definition, acts or omissions of the Debtors that occurred before the Debtors filed their Chapter 11 cases on April 2, 2001 may give rise to claims against them notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Therefore, any creditor having a claim against the Debtors, no matter how remote or contingent, must file a proof of claim before the Bar Date.

As outlined herein, you must file a claim if you have a **PRE-PETITION** Non-Asbestos Claim or any **PRESENT** Asbestos Property Damage Claim or Medical Monitoring Claim as defined in Exhibit 1. A **PRE-PETITION** claim is a claim as of the time **IMMEDIATELY PRECEDING THE COMMENCEMENT OF THE CHAPTER 11 CASES ON APRIL 2, 2001**. A **PRESENT** claim is a claim as of the time **IMMEDIATELY PRECEDING THE BAR DATE**.

2. WHO DOES NOT NEED TO FILE A PROOF OF CLAIM

The Bar Date and the need to file a Proof of Claim applies only to holders of pre-petition Non-Asbestos Claims against the Debtors and holders of present Asbestos Property Damage Claims and Medical Monitoring Claims against the Debtors. You do not need to file a proof of claim if you have any of the following types of claims:

- A. An Asbestos Personal Injury Claim, Settled Asbestos Claim or Zonolite Attic Insulation Claim;**
- B. A claim that (i) is listed on the Debtors' Schedules (as defined below), (ii) is not described in the Schedules as "disputed," "contingent," or "unliquidated," and (iii) is in the same amount and of the same classification as set forth in the Schedules;**
- C. An administrative expense of any of the Debtors' Chapter 11 cases as defined in Sections 503(b) or 507(a) of the Bankruptcy Code as including the actual, necessary costs and expenses of preserving the estate;**
- D. A claim of a Debtor or a subsidiary of a Debtor against another Debtor or another subsidiary of a Debtor;**
- E. A claim that has been allowed by an order of the Court entered on or before the Bar Date;**
- F. A claim of a present or former employee of the Debtors who is currently receiving, currently has the right to receive, or may in the future have a right to elect to receive, benefits under a state-mandated workers' compensation system on**

account of any personal injury claims. *However, any claims held by former or current employees that may be asserted directly against the Debtors outside of a state workers' compensation system including, but not limited to, claims for pre-petition wages, salaries and benefits and deferred compensation, if any, are subject to the Bar Date and such employees who want to preserve their right, if any, to assert a claim directly against the Debtors outside of a state workers' compensation system must file a Proof of Claim by the Bar Date in order to preserve such claim or be forever barred from asserting such claim;*

- G. The Chase Manhattan Bank, n/k/a JP Morgan Chase, in its capacity as administrative agent for the Banks and Purchasing Banks which are parties to one or both of the two \$250 million unsecured revolving credit facilities, namely: (i) the Credit Agreement dated as of May 14, 1998, and (ii) the 364-Day Credit Agreement dated as of May 5, 1999, as each may have been amended or supplemented (collectively, the "Pre-Petition Facilities") may file proofs of claim in respect of claims for principal, interest and other amounts that arise under the two Pre-Petition Facilities on behalf of the Banks and Purchasing Banks for which it acts in lieu of or in addition to any individual proofs of claim filed by such debtholders and, accordingly, such Banks and Purchasing Banks need not file proofs of claim asserting such claims; provided, however, that such debtholders must file individual claims against the Debtors for all other claims they seek to assert against the Debtors; and
- H. Any holder of an interest in the Debtors arising solely from its ownership of the common stock or other equity securities of the Debtors need not file a proof of interest, but must file a proof of claim for any claim they have against the Debtors.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS OR IF THE CLAIM YOU HELD AGAINST THE DEBTORS HAS BEEN PAID IN FULL.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE YOU HAVE A CLAIM.

3. ASBESTOS PERSONAL INJURY CLAIMS, ZONOLITE ATTIC INSULATION CLAIMS

The Bar Date does not apply to Asbestos Personal Injury Claims, Settled Asbestos Claims or Zonolite Attic Insulation Claims. Asbestos Personal Injury Claims, Settled Asbestos Claims and Zonolite Attic Insulation Claims will be subject to a separate claims process, to be established by the Court, and should not be filed at this time.

4. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any person or entity that holds a claim arising from the rejection of an executory contract or unexpired lease must file a proof of claim on or before the later of (a) 30 days after service of

an order of the Court approving such rejection or 30 days after service of notice of such rejection, if such rejection occurs by expiration of time fixed by the Court, or (b) the Bar Date.

5. WHEN AND WHERE TO FILE

To file a claim, do the following:

- *File the claim on the appropriate Court-ordered Proof of Claim Form, a copy of which is enclosed with this notice.*
- *For additional copies of the Proof of Claim Form:*
 - Contact Rust Consulting, Inc., the Claims Processing Agent, toll-free at 1-800-432-1909, 9:00 a.m. - 4:00 p.m., Eastern Time, Monday through Friday. Claimants will not be charged for this call.
 - Visit the Grace chapter 11 website at [insert website] to request a *Proof of Claim Form* and instructions for completing the *Proof of Claim Form*.
- *For ALL CLAIMS, return the completed Proof of Claim Form(s) to the Claims Processing Agent by no later than 7/14/02 at 4:00 p.m. Eastern Time.*
- *Proof of Claim Forms will be deemed filed only when actually received by the Claims Processing Agent. Proof of Claim Forms submitted by facsimile, telecopy or other electronic transmission will not be accepted and will not be deemed filed. If you are returning the Proof of Claim Form by mail, allow sufficient mailing time so that the Proof of Claim Form is received on or before the Bar Date. Proof of Claim Forms that are postmarked before that date but are received thereafter will be considered late.*
- *Proof of Claim Forms must be mailed, filed in person, or hand delivered so as to be received on or before the Bar Date at the following address:*

If mailed, to:

Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
P.O. Box 1619
Faribault, MN 55021-1619

If hand delivered, to:

Rust Consulting, Inc.
Claims Processing Agent
Re: W. R. Grace & Co. Bankruptcy
201 S. Lyndale Avenue
Faribault, MN 55021

(between the hours of 9:00 a.m. and 4:00 p.m., Eastern Time, on business days).

- Proof of Claim Forms *will be deemed filed only when actually received at the address indicated above. You must include all attachments and exhibits with each Proof of Claim and the claim form must be signed by the claimant.*
- *Do not file or send copies of the Proof of Claim to the Debtors, counsel for the Debtors, the Official Committee of Unsecured Creditors, the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Asbestos Property Damage Claimants, the Official Committee of Equity Security Holders, or such Committees' counsel. Upon receipt of your claim, the Claims Processing Agent will send an acknowledgment card with the appropriate claim number noted thereon.*

6. WHAT TO FILE

If you file a Proof of Claim, you must use the appropriate court-ordered Proof of Claim form supplied with this notice. If you are filing a Proof of Claim for an Asbestos Property Damage Claim, use the Proof of Claim form entitled "Grace Asbestos Property Damage Proof of Claim Form". If you are filing a Proof of Claim for a Medical Monitoring Claim, use the Proof of Claim form entitled "Asbestos Medical Monitoring Proof of Claim Form." If you are filing a Proof of Claim for any other claim subject to the Bar Date outlined herein, use the Proof of Claim form entitled "Grace Non-Asbestos Proof of Claim Form."

If you file a proof of claim, your filed proof of claim must (i) be written in English, (ii) be denominated in lawful currency of the United States, and (iii) indicate the Debtor against which you are asserting a claim.

IF YOU HAVE A CLAIM AGAINST MORE THAN ONE OF THE DEBTORS YOU MUST FILE A SEPARATE PROOF OF CLAIM ASSERTING EACH SUCH CLAIM AGAINST THE APPROPRIATE DEBTOR.

7. PRODUCT INFORMATION

For your information and assistance in completing the Asbestos Property Damage Claim Form, the Debtors mined vermiculite and produced and marketed vermiculite products, some of which may have contained naturally occurring asbestos. Grace also produced and marketed vermiculite products containing added asbestos for use primarily in commercial, public and high-rise residential buildings. These products included ceiling and wall finishes, plasters, and cements. In addition, from 1959 to 1973, Grace or its predecessor marketed Mono-Kote 3 (MK-3), an asbestos-containing, wet, spray-on fireproofing plaster used to provide fire protection for the enclosed steel beams in such buildings. A list of the brand names under which the Debtors manufactured products that may have contained commercially added asbestos is attached as Exhibit 2.

8. CLAIMS AGAINST MULTIPLE DEBTORS/OTHER NAMES

If you assert claims against more than one Debtor, you must file a separate Proof of Claim Form against each applicable Debtor. The case number of each Debtor is listed on the

attached Exhibit 1 and the General Instructions for filing Proof of Claim Forms. If you file a single Proof of Claim Form asserting a claim against more than one Debtor, your claim will be deemed to have been filed against the first Debtor identified only. All additional identified Debtors will be disregarded.

If you believe you have a claim against the Debtors' estates but you are not sure which Debtor to assert your claim against, attached as part of Exhibit 1 to this Bar Date Notice is also a list of "other names" used by the Debtors' main operating entity, W. R. Grace & Co. - Conn., case no. 01-1179. Any Claims you wish to assert against one of these "other names" should be filed against W. R. Grace & Co. - Conn.

If you need additional Proof of Claim Form(s), you may obtain additional forms by: (a) calling the Claims Processing Agent toll free at 1-800-432-1909; or (b) requesting such forms via the website at [insert website].

9. EFFECT OF NOT FILING A CLAIM

ANY HOLDER OF A NON-ASBESTOS CLAIM, ASBESTOS PROPERTY DAMAGE CLAIM OR MEDICAL MONITORING CLAIM WHO IS REQUIRED TO FILE A PROOF OF CLAIM AND USE A COURT APPROVED PROOF OF CLAIM FORM AND WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE FOR ANY CLAIMS SUCH CLAIMANT HOLDS AGAINST ANY OF THE DEBTORS OR THEIR PREDECESSORS-IN-INTEREST, INSURANCE CARRIERS OR THE DEBTORS' PROPERTY, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING ANY SUCH CLAIMS (OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIMS) AGAINST ANY OF THE DEBTORS, THEIR PROPERTY OR THEIR ESTATES. IF ANY SUCH CLAIMS ARE SO BARRED, EACH OF THE DEBTORS AND ITS PROPERTY SHALL BE FOREVER DISCHARGED FROM ALL INDEBTEDNESS AND LIABILITIES WITH RESPECT TO SUCH CLAIMS AND THE HOLDERS OF SUCH CLAIMS SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OR PLANS OF REORGANIZATION OR RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIMS, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIMS OR REGARDING THESE CHAPTER 11 CASES. *As noted above, present or former employees of the Debtors receiving or having a right to elect to receive workers' compensation benefits on account of asbestos exposure do not need to file a Proof of Claim to preserve such benefit but must file a Proof of Claim if they seek to preserve a right to proceed against the Debtors in respect of all Non-Asbestos Claims.*

10. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against one or more Debtors in the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").

Copies of the Schedules may be examined by interested parties between the hours of 9:00 a.m. and 4:00 p.m., Eastern Time, at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the District of Delaware, Sixth Floor, 824 Market Street,

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Wilmington, Delaware 19801 or you may request a copy of the portion of the Schedules that pertains to your claim from the Claims Processing Agent at P.O. Box 1619, Faribault, MN 55021-1619.

11. QUESTIONS REGARDING COMPLETION OF PROOF OF CLAIM FORM

If you have any questions concerning whether or not you need to file a Proof of Claim, you should consult your attorney. If you have questions concerning how to complete a *Proof of Claim Form* or for additional information regarding this Notice or to obtain a *Proof of Claim Form*, contact the **Claims Processing Agent** toll-free at 1-800-432-1909 between 9:00 a.m. and 4:00 p.m. (Eastern Time), Monday through Friday, or write to: **Claims Processing Agent, Re: W. R. Grace & Co. Bankruptcy, P.O. Box 1619, Faribault, MN 55021-1619**. You may also request a *Proof of Claim Form* and instructions via Grace's chapter 11 website, at [insert website].

BY ORDER OF THE COURT

Judith K Fitzgerald
The Honorable Judith K. Fitzgerald
United States Bankruptcy Judge

MOVANT SHALL IMMEDIATELY
SERVE A COPY OF THIS ORDER
ON ALL PARTIES IN INTEREST
AND FILE PROOF OF SERVICE
WITH THE CLERK OF THE
BANKRUPTCY COURT WITHIN
TEN (10) DAYS HEREOF.